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OSC Bulletin

6TH NOVEMBER, 1981 VOLUME 2 #17/81

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NOTICES

RE: CANADIAN DEPOSITORY FOR SECURITIES LIMITED

A public hearing before the Ontario Securities Commission to consider an arrangement among the Canadian Depository for Securities Limited and its participating brokerage firms, banks, trust companies and others known as the CDS Nominee Facility Service and to review amendments to the by-laws of The Toronto Stock Exchange intended to implement the arrangement among Exchange members scheduled for 5 November has had to be rescheduled to 3 p.m. Thursday 12 November at the Commission's offices at 10 Wellesley St. E., Toronto.

SECURITIES REGULATION AND THE PRIVATE SECTOR PARTICIPATION

TRANSCRIPT OF REMARKS BY:

HENRY J. KNOWLES, Q.C.
CHAIRMAN
ONTARIO SECURITIES COMMISSION

AT A DINNER OF THE
NATIONAL INSOLVENCY CONFERENCE
SPONSORED BY TOUCHE ROSS LIMITED

TORONTO, ONTARIO
NOVEMBER 2, 1981

Due to time contraints I'm going to launch directly into my comments this evening, they're few and the messages I hope are crystal clear, or will be crystal clear to you and that you will take them to heart.

Before going on to the two or three points I would like to make, I am going to run through some underlying assumptions about the points that I hope to establish with you. But I would caution you, with reference to those assumptions, that they may be valid or they may be invalid and they may be Pollyannish or they may be cynical, but they are used in an attempt to strive for realism and pragmatism in the view of Canadian society based on the dual beliefs that some of the capital market participants are governed by enlightened self-interest, and that some economic and social circumstances dictate short term objectives and short term benefits must give way to long term goals and long term benefits.

The assumptions that I wish to establish before making the few points I want to make are: First, that the free enterprise system, being where the entrepreneur or capitalist is king and through possession of economic might, has the ultimate power to control the economy and society, is gone; it's gone forever, and is not likely ever to return. Secondly, for those that think on the other side of the table, the full system of socialism, being where all citizens share economic power so that they control society, that is "democracy" in its pure theoretical academic form, is not here, it probably will never be here, and certainly not in the forseeable future.

I would next like to move to where I think we are today in Canadian society, and that is, a society that is controlled jointly, but not severally, by the public sector and the private sector, who together, for the time being, share economic power and thereby the power to control our society and our lives.

Later this month at the Financial Post Annual Reports Award Dinner I plan to elaborate on my views of the current development and trends in this area, but for tonight I am going to assume that you understand the area of shared responsibility, and I think it's here, although I don't predict that it will continue for the private sector.

I am also going to assume for this evening that there exists in the private sector the desire, accompanied by the appropriate dedication of economic and human resources, to continue to participate with the public sector in the control of the economy and of society. I make this assumption because I share the concern expressed by Milton and Rose Friedman as expressed in the introduction to their book Free To Choose as follows, and I only have two quotes tonight so I'll read this if I may, " Economic freedom is an essential requisite for political freedom. By enabling people to co-operate with one another, without coercion or central direction, it reduces the area over which political power is exercised. In addition, by dispersing power, the free market provides an offset to whatever concentration of political power may arise." And the punch line of that quote, "The combination of economic and political power in the same hands is a sure recipe for tyranny". I believe that, and I believe that's a relevant statement for Canada today.

The fourth assmumption I make, is that those who share in the control of the Canadian economy and Canadian society, what I call government through shared responsibility, are jointly and severally accountable to society for the proper and equitable discharge of this shared responsibility. As a lawyer, I use the words "jointly" and "severally" to indicate that each of the private

and public sector is responsible for not only itself but also for each other, a realism that I think the private sector denies. Phrased differently, each, the private and the public, is responsible for the whole.

My last assumption is that if the private sector is jointly accountable for the supervision and direction of the Canadian economy and society, and must live and work in the Canadian environment for which it is so responsible, it, the private sector, should actively and eagerly join the various processes by which the rules under which Canadian society and the Canadian economy are being determined and judged.

Those are my assumptions and as I said at the outset there are some cautions, they may be valid or invalid. But based on these underlying assumptions, I turn to the area of Canadian securities regulations and I review the private sector participation in that area. Briefly, the main participants from the private sector in this area are:

- The self-regulatory organizations such as The Toronto Stock Exchange, The Investments Dealers' Association, The Broker Dealers' Association.
- The professional associations such as the CICA, The Financial Executives Institute, The Chartered Financial Analysts and their various societies.
- The trade or business associations such as, The Trust Companies Association and The Investment Companies Institute.
- The private firms and private individuals, limited to a few, most often a very few, public spirited firms and individuals.

In this city and in this province, Ron Murphy of Fraser-Beatty; Gordon Coleman and Jim Baillie of Tory, Tory; David Jackson of Blake Cassels Graydon; and Gar Emmerson of Davies, Ward & Beck have donated unstintingly of their time and these are the type of individuals of whom I speak.

By statute, The Investment Dealers' Association, The Broker Dealers' Association and the Toronto Stock Exchange, in this province, are recognized as self-regulatory organizations in the capital markets. For a moment, I'm going to digress and give you the criteria for a self-regulatory organization because it will be relevant in my later comments.

To be recognized as a self-regulatory organization:

- The membership must generally represent the industry it purports to represent.
- The policies and rules and information as to their enforcement must be publically available.
- The association must rely on a permanent staff to conduct the bulk of supervisory and disciplinary activities.
- The final decisions on disciplinary matters shall be reported to the government agency that has oversight.
- The association must be willing to act against the self-interest of the individual members and be prepared to discipline by expelling or suspending individuals for the general good.
- There must be positive oversight of the self-regulatory associations by the government agency having oversight responsibility.

As an example, OSC in 1981 held hearings to determine if it should recommend the revocation of the self-regulatory status granted to the Broker Dealers' Association by statute. With the help of that assocation's counsel, Barnie Apple, the OSC staff, and the members of Touche Ross, the Broker Dealers'

Association was able to bring itself within the self-regulatory organization criteria, and the OSC as a result determined to take no further action in the revocation of its status. Thus, private sector participation revived private sector initial control for the responsibility of this group of individuals.

With GAAP forming part of Ontario securities law, the OSC will continue to look upon The Ontario Institute of Chartered Accountants as a de facto self-regulatory organization from the capital markets point of view.

The Seagrams' decision (1981 OSCB, Vol. 2, Page 24C) that the OSC rendered recently attempted to establish the Commission's guidelines for where private sector should take over control of disciplinary matters and of the exercise of discretion. For those of you who did not read that decision, it was an application to allow non-segmented accounting in a public company's financial statements. The OSC declined the application and said that if in the future the auditor is prepared, in his audit report, to say that he will exercise his overriding discretion to avoid the specific rules of GAAP, that's satisfactory to the OSC. We take that position from the point of view that if we thought the auditor was acting for frivolous or non-serious reasons, we would refer the matter to his peer group - the Ontario Institute, if it were an Ontario company or another provincial institute if it was from another province - for determination as to the bona fides of the exercise of that discretion.

Another area dealing with GAAP has been a request by the Canadian Securities Administrators to the Canadian Institute of Chartered Accountants for a consultative panel. The Canadian Securities Administrators believe that the first opinions as to compliance with GAAP should be formed by members of the accounting profession. They do not believe that that's a shifting of the onus or responsibility for enforcement of securities law. The Canadian Securities Administrators intend to form their own opinions and to exercise the oversight role they have, but they have asked the CICA to provide opinions as an opening guideline as to the enforcement of the GAAP standard. At the present time under Doug Thomas, the CICA is attempting to comply with that request. It has been unable to do so to date.

A further example of where the Ontario Commission is moving to try and involve the private sector was a request issued in September or October of 1980 to the CICA and to the Canadian Bar Association for an annual commentary to be made jointly by those two associations to the Canadian Securities Administrators, as a whole, for suggested ammendments and recommendations for dealing with secuties law. To date, a year later, there have been two letters of acknowledgement of having received the letter and nothing else concrete has been done on it. I point that out to you because the OSC believes that it's in the forefront of government regulatory agencies in inviting private sector participation and this is a clear example where the private sector has determined that it's either not relevant, or it's not current, or it's not high enough on the priority list to respond. [A meeting was held with OSC staff and representatives of the CICA and CBA on November 3, 1981.]

The OSC would like to see the Toronto Society for Chartered Financial Analysts and/or the Canadian Society for Chartered Financial Analysts move to a de facto if not a de jure self-regulatory status and has been working with the Executive of the Toronto Society to this end. The OSC would also like to see the Association of Professional Engineers of Ontario assume a de facto self-regulatory status before the OSC with reference to capital market matters.

And the Commission hopes that the Trust Companies Association, The Investment Companies Institute and The Canadian Association of Realtors are able to assume the benefits, burdens, responsibilities and accountability of self-regulatory organizations and is working with them in an attempt to push the regulation out into the private sector bureaucracies, away from the government bureaucracies. I would like to repeat to you, it's a movement - a lateral movement of bureaucracy to bureaucracy - not de-regulation. "De-regulation" is is a word about which you should be very careful because it may have come to the point where it now means nothing.

The Law Society of Upper Canada, when approached to initiate discussions, took the attitude that the Society had received no complaints and there was nothing further to discuss. Accordingly, and this is what happens when the private sector rejects an invitation to share the responsibility, the Commission assumed a disciplinary rule with reference to lawyers, is now prepared to discipline lawyers and bar them from practicing before it. It has proceeded on its own initiative, with respect to a few cases, absent any further discussion with the Law Society.

On the other hand, dealing with the same profession, the Law Society of British Columbia has followed through on an OSC complaint pertaining to a B.C. lawyer's conduct and behaviour to a resolve that is totally satisfactory to all concerned - the OSC, the B.C. lawyer and the legal society.

The Commission in Ontario is uncomfortable in the role of disciplinarian over members of recognized, reputable, self-governing, responsible associations. The Commission, in furtherance of the concepts that self-responsibility, self-policing and enlightened peer judgment, would prefer that as many organized bodies as possible assume the status or a mode of self-regulatory organizations to the end that the Commission have an overview, or an appellate role with respect to the securities matters, so as to ensure equity and fairness and that self-interest doesn't override the proper legitimate public interest.

Individual private firms have responded to the OSC's offer of private sector employee rotation programmes whereby employees of the private sector - accountancy, legal and investment dealer firms - for the time being, will work for the OSC for periods of twelve to fiteen months on a basis where the private firm largely subsidizes the OSC by about one-third of the employee's true salary. To date, two lawyers for each year have been committed in writing to the OSC through to the end of the year 1986. Two CA's a year have been committed to the OSC through to the end of the year 1985. Two Investment Dealer's employees, per year, have been committed to the OSC in writing through to 1984. During the next two or three weeks the OSC will be publishing a list of who these participants are, the names of the firms and what openings and vacancies there still exist in this programme. This programme, we believe, has had a very beneficial effect on the staff of the OSC, particularly upon the senior staff members who have been able to learn and grow in their jobs and develop measures of responsibility as a result of rubbing shoulders with, on a day-to-day basis, these members from the private sector. In addition, we believe that these individuals, when they return to their firms, because they have remained employees of their firm, will take back with them a clearer understanding of the shared responsibility and how you work with a government bureaucracy to achieve a mutually beneficial end. An example of failure in this programme is that the OSC has been unable to replace a contract Chartered Accountant, Cam McLoughlin from Thorne Riddell, who returned to his firm some months ago after having spent a year or fifteen

months with the OSC. Cam was a far more senior individual than the general employee placements and that vacancy exists and is now going to be filled, it appears, by a full time career bureaucrat from the Civil Service. That's an opportunity that those of us who run the OSC think has been lost to the private sector to the disadvantage of the private sector.

Dealing with private individuals, a private sector committee is reviewing the law relating to takeover bids and follow-up offers in the province. That private sector committee is both voluntary and unpaid. It's led by Gordon Coleman, Gar Emmerson and David Jackson, and they plan to have a report available to use in the next month or so - a report that will deal with the private sector true concerns in those areas. A further voluntary and unpaid committee is a committee chaired by Ron Murphy reviewing all of the outstanding OSC policies with a view to cutting out what has become needless bureaucracy or red tape and bringing them up into the early 1980's.

The draft law ammendments for the statutory ammendments that the OSC is proposing have been exposed for comment on two separate occasions and when a meeting was held to discuss those comments there were about ten individuals from the private sector who came up to discuss what the ammendments should be. The OSC in that connection assumes that those are the only people in the capital markets area of Ontario or Canada, to the extent that the OSC reaches beyond the province, that have any interest at all in what the ammendments are going to be for submission to the next sitting of legislature. We have decided that as one last resort, and to break new ground, we are actually going to publish the recommended statutory changes that we send to the Minister to take to the legislature to see if some of you would like to comment to either the legislature or the Minister.

Dealing again with the concept of published requests for comments, the OSC has published many requests for comments and I would just like to run through a few with you. The average number of comments received on all requests that are put out by the OSC runs from zero to ten. With the concept of "Director's Reports" which some of you would find a matter of some concern for you, the OSC received five comments. Dealing with "Feature Film Productions" there were seventeen comments; dealing with "Earning's Forecast" there were ten; dealing with "Mutual Funds and the Weekly Valuation Problem" there were fifteen; dealing with "Evergreen Prospectuses" which every lawyer in Toronto, and every city I have been to, every investment dealer that I've ever spoken to, says is a mandatory "must" that must be just pushed ahead as quickly as possible, there were six comments. The responses to the CICA exposure draft publications in the "CICA Handbook", there were 40,000 requests distributed and according to the Adam's Report, fifty to one hundred responses were received. I point these matters out to you because I have tried to show you that there are individuals and firms who are participating to try and make the thing work; but there are many areas where the private sector is not picking up and carrying it's fair share of the weight, assuming that it does want to continue to have a share in the say of what goes on in Ontario.

In summary, the OSC, in this province, is particularly fortunate in the degree of private sector participation it has been able to achieve. But the private sector is luckier than the OSC because it's participation is acively sought after and welcomed by the OSC at the present time. And I underline, "at the present time". No one knows who the next incumbents will be at the OSC or what their attitudes will be. And in terms of not taking up the opportunities that are offered, they may be lost forever, or they may come back at another time.

We all recognize that private sector participation is costly in money and in human resources to the private sector, but that may be a part of the real cost of maintaining free capital markets - free of government domination and interference. If the private sector doesn't pick this up, the government - both elected, the legislators, and appointed, the bureaucrats, whether permanent or short-term such as I am - will supply the leadership, and the government will ultimately assume full economic control to annex to its political control, thereby controlling fully and independently of the private sector, the securities field. And, without expressing any degree of paranoia, this pattern, if followed, will lead to control not only of the capital markets, but of the economy and the Canadian society, being fully in the hands of the public sector which as the Friedmans said in the earlier quote that I read to you, "is a sure recipe for tyranny".

I believe that judicious government regulation should follow Jefferson's concept of the proper role of government as he expressed it some time two centuries ago in 1801 - It should meet the test of: "wise and frugal government which shall restrain men from injuring one another, which shall leave them otherwise free to regulate their own pursuits of industry and improvement". This cannot be accomplished in the absence of extensive voluntary private sector participation.

Thus I urge you not to leave shouldering the burden to the "other fellow", to your "neighbour", but to freely and willingly pick it up individually and through your firms, your companies, your associations and all of those together collectively. If you don't, the Legislature and the bureaucrat will do so to the ultimate detriment of our personal, economic and political liberties. Thank you very much.

NOTICE

Private Sector Employee Exchange Program

6 November 1981.

To Whom It May Concern:

As Chairman of the OSC, I have been attempting to arrange for a regular rotation program whereby young professionals from the business community will work on a "subsidized" basis for the OSC for a period of twelve to fifteen months. It is my hope that at all times there will be two young lawyers, two young accountants and two young business persons from the investment dealer community working with the OSC.

In that connection, at the present time, the following are working with the OSC:

Name	Firm Name	Commencement Date
P.G. Findlay, LL.B.	Borden & Elliot	Oct.1, 1980
Lynn Howes, M.B.A.	Walwyn Stodgell Cochran Murray Limited	Jan. 1, 1981
G.R.M. Haynen, LL.B.	Campbell, Godfrey & Lewtas	Apr. 7, 1981
Mark A. Weisdorf, C.A.	Touche Ross & Co.	May 1, 1981.
Gregory M. Clarke, C.A.	Clarkson, Gordon & Co.	May 1, 1981.
Constance Lorie Sugiyam, LL.B.	Fasken and Calvin	Nov. 1, 1981.

In order to arrive at an even flow of personnel through the OSC, it is necessary to arrange for the regular rotation of personnel into the Commission on a "six-month basis". This is so as it is hoped that at all times there will be one lawyer, one accountant and one representative of the investment community in each of the Enforcement Division and Corporate Finance Division.

There are openings for young persons, in the number indicated on the dates indicated:

	Lawyers	Accountants	Investment Dealers
Oct. 1, 1980	P.G. Findlay, LL.B. of Borden & Elliot	-	-
Jan. 1, 1981	-	-	Lynn Howes, M.B.A. of Walwyn Stodgell Cochran Murray Limited
Apr. 7, 1981	G.R.M. Haynen, LL.B. of Campbell, Godfrey & Lewtas	-	-
May 1, 1981	-	(i) M.A. Weisdorf, C.A. of of Touche Ross & Co. (ii) G.M. Clarke, C.A. of Clarkson, Gordon & Co.	-
July 1, 1981	-	-	-
Nov. 1, 1981	Connie Sugiyama of Fasken & Calvin	-	-
Jan. 1, 1982	-	-	one opening
Apr. 1, 1982	Representative of Borden & Elliot	-	-

May 1, 1982	-	Representative of Deloitte, Haskins & Sells Representative of MacGillivray & Co.	-
July 1, 1982	-	-	Representative of Dominion Securities Ames Limited
Nov. 1, 1982	Representative of Lang, Michener Cranston, Farquharson and Wright	-	-
Jan. 1, 1983	-	-	Representative of McLeod, Young Weir Limited
Apr. 1, 1983	Representative of Goodman & Goodman	-	-
May 1, 1983	-	Representative of Ernst & Whinney Representative of Dunwoody & Company	-
July 1, 1983	-	-	Representative of Greenshields Limited
Nov. 1, 1983	Representative of Osler, Hoskin & Harcourt	-	-
Jan. 1, 1984	-	-	Representative of Nesbitt Thomson Bongard Inc.
Apr. 1, 1984	Tory, Tory, DesLauriers & Binnington	-	-

May 1, 1984	-	Representatve of Clarkson, Gordon Representative of Touche, Ross & Co.	-
July 1, 1984	-	-	Representative of Wood Gundy Limited
Nov. 1, 1984	Representative of McMillan, Binch	-	-
Jan. 1, 1985	-	-	one opening
Apr. 1, 1985	Representative of Borden & Elliot	-	-
May 1, 1985	-	two openings	-
July 1, 1985	-	-	one opening
Nov. 1, 1985	Representative of Stikeman, Elliott, Robarts & Bowman	-	-
Jan. 1, 1986	-	-	one opening
Apr. 1, 1986	one opening	-	-
May 1, 1986	-	two openings	-
July 1, 1986	-	-	one opening
Nov. 1, 1986	one opening	-	-

It is hoped that the program may be put in place through the end of 1986 so that both the public and private sectors will have the benefits associated with a sustained interchange program.

The arrangements under which the young professionals work with the OSC are as follows:

1. The person remains an employee of the referring firm.

2. The OSC pays the referring firm the sum of $1,000 per month.

3. The person is encouraged to maintain an active and continuous contact with the referring firm during the course of work at the OSC and vice versa.

4. The term is a minimum of twelve months, with approximately six months in Enforcement and six months in Corporate Finance, with, in most cases, an option (exercisable by the employee with the concurrence of the referring firm) to stay on for a further three month term, working with either the Commission as a whole, or with the Director's office.

The experience level that the persons should have are as follows:

(a) for lawyers not less than two or more than four years practice after qualification by one of the provincial Bars;

(b) for accountants not less than two or more than three years after qualification as an accountant; and

(c) for investment dealer representatives not less than two years or more than three years of working with an investment dealer, preferably in the underwriting and/or research departments.

These are not written in stone so a degree of flexibility is available. If your firm is interested in participating in this program would you kindly telephone to discuss the program with me indicating which of the tentative dates for acceptance of new personnel most closely mesh with your organization's personnel commitments. Vacancies are filled on a first come/first served basis.

Yours truly,

Henry J. Knowles

HJK:lc

Henry J. Knowles, Q.C.,
Chairman.

6/November/81

IN THE MATTER OF MUNICIPAL FINANCIAL CORPORATION

UPON the application, received in completed form on October 29, 1981, of MUNICIPAL FINANCIAL CORPORATION (the "Applicant"), a company incorporated under the laws of the Province of Ontario, for an order, pursuant to section 99(e) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") that the termination date of the offer made by the Applicant to acquire all the issued and outstanding common shares of The MUNICIPAL SAVINGS & LOAN CORPORATION ("MSL") as defined in the Share Exchange Offer (the "Offer") dated September 10, 1981 made to such shareholders be extended from the close of business October 30, 1981 to the close of business November 30, 1981;

AND UPON it appearing that:

1. The condition of the Offer that at least 90% of the issued and outstanding common shares of MSL be deposited and not withdrawn has been fulfilled;

2. Approximately 60 common shareholders holding approximately 2.5% of the issued and outstanding common shares of MSL have not tendered their shares and the Applicant is of the belief that at least some of such shareholders have not had the opportunity to respond to the Offer; and

3. The Applicant intends to take up and pay for all shares tendered up to the close of business on October 30, 1981 and all shares tendered under any extension of the Offer.

AND UPON the Commission being of the opinion that to grant this Order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that the Applicant be and hereby is exempted, in part, from the requirements of Part XIX of the Act with respect to the Offer such that:

1. The date of the Offer remains the date on which the Take-Over Bid Circular accompanying the Offer was first sent to the shareholders of MSL;

2. The Applicant may extend its Offer to the close of business on November 30, 1981;

3. If the Applicant elects so to extend the Offer such extension shall be deemed not to be a variation in the terms of the Offer but the Applicant shall take up and pay for any common shares of MSL tendered under the Offer by the 35th day following the date of the Offer and shall take up and pay for any shares tendered thereafter within fourteen (14) days of the date on which such shares are tendered; and

4. In all other respects Part XIX of the Act shall apply to the Offer.

30 October, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF NATIONAL DRUG LIMITED

WHEREAS National Drug Limited is a company incorporated under the laws of Canada;

AND WHEREAS National Drug Limited has made an application, received in completed form on October 21, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS National Drug Limited has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that National Drug Limited be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of National Drug Limited is in Ontario.

2nd November, 1981

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF THE PLACER DEVELOPMENT LIMITED

UPON the application, received in completed form on September 3, 1981, of Placer Development Limited (the "Issuer"), a Company incorporated under the laws of British Columbia, to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of Placer Development Limited be and hereby are exempted from the reporting requirements of Sections 102 and 104 of the Act with respect to the acquisition of securities of Placer Development Limited through the Stock Purchase Plan and the Optional Stock Dividend Plan provided that:

1. Each insider shall file by January 30 of each year a report in the form prescribed by Sections 102 and 104 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Stock Purchase Plan and Optional Stock Dividned Plan during the twelve month period ending December 31 preceding such date; and

2. If any insider should dispose of securities acquired through the Stock Purchase Plan and the Optional Stock Dividend Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with Sections 102 and 104 of the Act disclosing therein both the acquisition and disposition of such securities.

2nd November, 1981

"John F. Leybourne"

IN THE MATTER OF ORELOCK EXPLORATIONS LIMITED

UPON the application, received in completed form on October 20, 1981 of Orelock Explorations Limited (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

27th October, 1981

"John F. Leybourne"

IN THE MATTER OF RONALDS-FEDERATED LIMITED

WHEREAS Ronalds-Federated Limited is a company incorporated under the laws of Canada;

AND WHEREAS Ronalds-Federated Limited has made an application, which application was received on September 14, 1981, and perfected on October 27, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS Ronalds-Federated Limited has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Ronalds-Federated Limited be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Ronalds-Federated Limited is in Ontario, provided, Ronalds-Federated Limited undertakes to send copies of its financial statements to any Ontario shareholder who requests same in writing.

2nd November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF OLD CANADA INVESTMENT CORPORATION LTD.

UPON the application, received in completed form on October 26, 1981, of Old Canada Investment Corporation Ltd. (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of the Issuer be and hereby are exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of the Issuer through the Stock Dividend Program (the Program) provided that:

1. Each insider shall file by December 31st of each year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Program during the twelve month period ending November 30th preceding such date; and

2. If any insider should dispose of securities acquired through the Program prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

2nd November, 1981

"John F. Leybourne"

IN THE MATTER OF BURNS FOODS LIMITED

AND

IN THE MATTER OF FOOD SERVICES LIMITED

UPON the application of Burns Foods Limited ("Burns"), received October 13, 1981 and perfected October 21, 1981, to the Ontario Securities Commission (the "Commission") pursuant to section 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order exempting it from the requirements of Part XIX of the Act;

AND UPON it appearing that:

1. Burns is a company incorporated under the laws of the Province of Alberta;

2. Food Services Limited ("Food Services") is a company incorporated under the laws of the Province of Quebec;

3 Neither Burns nor Food Services is a reporting issuer for the purposes of the Act;

4. Burns intends to make a cash offer to purchase all the outstanding common shares of Food Services that it does not already own (the "Offer");

5. Food Services is a "private company" within the meaning of paragraph 1(1)31 of the Act, except for excluding employees of corporations controlled directly or indirectly by it in the restriction on number of shareholders in its letters patent;

6. The shareholders to which the Offer will be made are all employees or former employees of Food Services and its wholly-owned subsidiaries; and

7. Thirty-seven of the two hundred and five shareholders of Food Services resident in the Province of Ontario hold 7,824 (4.47%) of the 175,000 outstanding common shares of Food Services that are the subject of the proposed offer;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that Burns be and hereby is exempted from the requirements of Part XIX of the Act with respect to the proposed Offer, provided that the proposed Offer is made in compliance with the take-over bid provisions of the Securities Act and laws of the Province of Quebec and that all documents sent to shareholders of Food Services resident in the Province of Quebec are sent at the same time to all shareholders of Food Services resident in the Province of Ontario.

4th November, 1981

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF P.S.C. MANAGEMENT LTD.

UPON the application, initially received October 2, 1981 and perfected October 5, 1981, of P.S.C. MANAGEMENT LTD. for the acceptance of its voluntary surrender of registration pursuant to the provisions of subsection 26(3) of the Securities Act, R.S.O. 1980, c. 466;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED that the voluntary surrender of registration in the category of investment counsel and portfolio manager by P.S.C. MANAGEMENT LTD. be and the same is hereby accepted.

28th October, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF MSZ RESOURCES LTD.,

UPON the application received on July 13, 1981 and perfected on August 31, 1981 of MSZ Resources Ltd. ("MSZ"), a company incorporated under the laws of the Province of New Brunswick, to the Ontario Securities Commission (the "Commission") pursuant to Section 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order exempting it from the requirements of Part XIX of the Act with respect to its offer to purchase the securities of the Redcliffe 1979 Drilling Fund (the "1979 Fund") and the Redcliffe 1980 Drilling Fund (the "1980 Fund");

AND UPON MSZ representing to the Commission that:

1. MSZ is a reporting issuer under the Act and has its shares listed on The Toronto Stock Exchange

2. The 1979 Fund and the 1980 Fund are limited partnerships formed under the laws of the Province of Alberta. The 1979 Fund is comprised of 20 partnership units, each issued for a consideration of $60,000.00, and has 6 limited partners; the 1980 Fund is comprised of 88 partnership units, each issued for a consideration of $25,000.00, and has 7 limited partners. Of the limited partners of the two Funds, 6 are resident in the Province of Ontario.

3. MSZ is proposing to offer to each of the limited partners of the 1979 Fund and the 1980 Fund common shares of MSZ in exchange for each partnership unit held by such limited partners. and the aggregate number of shares being issued by MSZ to the limited partners is 830,000.

AND UPON each limited partner in the 1979 Fund and the 1980 Fund having

1) acknowledged receipt of a copy of the application herein;

2) confirmed that it does not wish to make any submissions with respect to the said application; and

3) consented to the making of an order in the form requested and waived any rights which it might otherwise have under Part XIX of the Act;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED that the trades or any single trade in the common shares of MSZ or in the partnership units of the 1979 Fund or the 1980 Fund resulting in the effective exchange of common shares of MSZ for the said partnership units, all as described in the subject application, filed herewith, are not subject to Part XIX of the Act provided that:

(i) The proposed transactions shall occur substantially as described in the subject application;

(ii) The first trade in the securities acquired pursuant to the exemptions herein contained shall be subject to the provisions of subsection (4) of section 71 of the Act; and

(iii) MSZ shall cause to be delivered to the limited partners a copy of this Order.

3rd November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF IMASCO CAPITAL MANAGEMENT INC.

UPON the application, initially received October 5, 1981 and perfected October 7, 1981, of IMASCO CAPITAL MANAGEMENT INC. for the acceptance of its voluntary surrender of registration pursuant to the provisions of subsection 26(3) of the Securities Act, R.S.O. 1980, c. 466;

AND UPON being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED that the voluntary surrender of registration in the category of investment counsel and portfolio manager by IMASCO CAPITAL MANAGEMENT INC. be and the same is hereby accepted.

28th October, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF NORTHERN TELECOM LIMITED

UPON the application of Northern Telecom Limited ("Northern") to the Ontario Securities Commission (the "Commission"), received and perfected on August 31, 1981, for an order pursuant to sections 73(1), 99(e) and 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON having heard the submissions of counsel for Northern, Sun Life Assurance Company of Canada ("Sun Life") and the Commission staff;

AND UPON having been advised that:

1. Northern is a corporation incorporated under the laws of Canada;

2. Northern proposes to implement the Northern Telecom Investment Plan for Employees - Canada (the "Investment Plan"), offering to employees of Northern and certain of its subsidiaries the opportunity to participate in one or more of the three investment funds to be owned and administered by Sun Life, such funds being the Northern Telecom Limited Common Stock Fund (the "Stock Fund"), the Three Month Guaranteed Fund and the Five Year Guaranteed Fund (collectively, the "Guaranteed Funds");

3. The Stock Fund will be a segregated fund, the assets of which will consist exclusively of common shares of Northern purchased by Sun Life from the treasury of Northern;

4. The Guaranteed Funds will be part of the general funds of Sun Life and will constitute a debt obligation of Sun Life;

5. Sun Life

   (a) proposes to issue group annuity contracts to Northern evidencing the entitlement of each participant in the Investment Plan;

   (b) is empowered by its governing statutes to issue such annuity contracts and to maintain in respect thereof the segregated fund referred to in paragraph 3 above; and

   (c) is licensed pursuant to the Insurance

Act of Ontario to issue such annuity contracts; and

6. Upon withdrawal from the Investment Plan, death or termination of employment, participation in the Investment Plan shall cease and the participant or former participant in the Investment Plan (the "participant") will be entitled to receive the value of his holdings in cash or through an annuity contract, provided that a participant holding units of the Stock Fund may elect to receive the number of common shares of Northern equivalent to the value of his units;

AND UPON having been advised in writing by the following agencies that they have no objection in principle to implementation of the Investment Plan:

(a) Office of the Superintendent of Insurance, Ministry of Consumer and Commercial Relations (Ontario);

(b) Department of Insurance (Canada);

(c) Office of Inspector General of Banks, Department of Finance (Canada); and

(d) The Investment Funds Institute of Canada.

AND UPON having formed the opinion that the making of this order would not be prejudicial to the public interest;

IT IS ORDERED:

1. Pursuant to section 73(1) of the Act, that the following intended trades in relation to the Investment Plan are not subject to section 24 or 52 of the Act:

   (a) the issue by Sun Life of units of the Stock Fund to participants;

   (b) the transfer by Sun Life of common shares of Northern to participants upon their surrender of units of the Stock Fund provided that Northern has reported to the Commission the issue of such

shares to Sun Life in accordance with section 71(3) of the Act, noting on such report that such shares were issued in connection with the Investment Plan;

2. Pursuant to section 99(e) of the Act, that Sun Life be exempted from Part XIX of the Act as it relates to issuer bids with respect to the surrender to Sun Life of units of the Stock Fund by participants; and

3. Pursuant to section 117(2)(a)(ii) of the Act, that each insider of Northern that is a unitholder of the Stock Fund ("participating insider") be exempted from the reporting requirements of section 102 and 104 of the Act with respect to the acquisition and surrender of units of the Stock Fund provided that:

   (a) Within sixty days of December 31 of each year, such participating insider shall file with the Commission an insider trading report disclosing therein his indirect beneficial ownership as of December 31 of Northern common shares deemed to be credited to his account as a result of vested contributions to the Investment Plan; and

   (b) Where such participating insider obtains common shares of Northern upon the surrender to Sun Life of units of the Stock Fund, he shall file with the Commission within the time otherwise prescribed by Part XX of the Act an insider trading report disclosing such transaction.

15th October, 1981

"Henry J. Knowles" "E.S. Miles"
"Stuart Thom"

CARTER-BARON DRILLING NO. 2

UPON the application, received in perfected form on September 29, 1981, of Carter-Baron Drilling No. 2 (the "Partnership") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that the trade by the Partnership of up to 150 limited partnership interests ("Units") in the Partnership is not subject to section 24 or 52 of the Act;

AND UPON reading the application and the recommendations of the staff of the Commission;

AND UPON it appearing that:

1. Both the Partnership and Carter-Baron Drilling Services Partnership (the "First Partnership") are limited partnerships governed by the laws of Alberta of which Carter-Baron Drilling Ltd. is the general partner;

2. On December 31, 1980, the First Partnership issued to 120 investors, a total of 150 Units of the First Partnership at a price of $100,000 per Unit pursuant to the exemption contained in paragraph 71(1)(d) of the Act;

3. The business of the Partnership will be the same as the business of the First Partnership, that is, the acquisition of drilling rigs for use in providing well drilling services to the petroleum industry;

4. The Partnership proposes to issue to the limited partners of the First Partnership, Units of the Partnership at a price of $33,333;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that the trades by the Partnership of up to a total of 150 Units of the Partnership to holders of Units of the First Partnership are not subject to section 24 or 52 of the Act provided that:

1. No investor (including a member of a partnership or syndicate) shall subscribe for or own beneficially less than one Unit;

2. Each investor to whom Units of the Partnership are sold pursuant to this ruling is supplied with a copy of an offering memorandum in the form filed with the application to the Commission including the contractual right of action therein contained;

3. The trades are made in compliance with subclauses (ii), (iii) or (v) of clause 14(g) of the Regulation as if such subclauses applied to such trades;

4. No investor who acquired Units in the Partnership pursuant to this ruling or pursuant to clause (a), (b) or (c) of this pararaph 4 shall trade all or any part thereof except to:

   (a) an investor who acquired securities pursuant to this ruling;

   (b) an "affiliate", within the meaning of the Act, of the investor; or

   (c) a trustee who administers a "deferred profit sharing plan" or a "registered retirement savings plan" as those terms are defined in the Income Tax Act (Canada), under which the investor is the sole beneficiary;

   unless such trade is made either with the prior written consent of the Commission or in compliance with clauses (a), (b) and (c) of subsection 71(4);

5. Every certificate evidencing Units of the Partnership shall contain a legend setting out the substance of the restrictions on resale contained in paragraph 4 of this ruling.

30th October, 1981.

"Henry J. Knowles" "Harry S. Bray"

EXEMPT PURCHASERS

IMASCO LIMITED

The Commission granted recognition to Imasco Limited as an exempt purchaser under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

IN THE SUPREME COURT OF ONTARIO

DIVISIONAL COURT

IN THE MATTER OF The Securities Act, S.O. 1978, Chapter 47 as amended (hereinafter referred to as the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act.

APPELLANT'S STATEMENT	360C
RESPONDENTS STATEMENT	372C
DECISION	385C

IN THE SUPREME COURT OF ONTARIO

DIVISIONAL COURT

IN THE MATTER OF The Securities Act, S.O. 1978, Chapter 47 as amended (hereinafter referred to as "the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act.

BETWEEN:

STUART BRUCE McLAUGHLIN

Appellant

- and -

THE ONTARIO SECURITIES COMMISSION

Respondent

APPELLANT'S STATEMENT

PART I - THE FACTS

1. This is an appeal to the Divisional Court from the decision of the Respondent pronounced on the 14th day of April, 1981, wherein the Respondent dismissed the Appellant's application for an order, pursuant to clause (a) of Section 99 of the Securities Act, 1978, Chapter 47, as amended, that the Appellant

not be obligated to comply with Section 91(1) of the Securities Act.

Appeal Book, p. 1

2. The Appellant is and was at all material times a director, the president and the controlling shareholder of S. B. McLaughlin Associates Limited. This fact is undisputed and the Respondent so found at the hearing of the application of the Appellant.

Appeal Book, pp. 10 & 27

3. S. B. McLaughlin Associates Limited (the "Reporting Issuer") is the continuing corporation resulting from the amalgamation on June 30, 1973 of S. B. McLaughlin Associates Limited, Andril Limited, Mississauga Towers Suites Leaseholds Limited and Peel Office Mall Leaseholds Limited pursuant to the provisions of The Business Corporations Act (Ontario). The head office of the Reporting Issuer is at 77 City Centre Drive, Mississauga, Ontario L5B 1M6

Appeal Book, p. 27

4. The only voting securities of the Reporting Issuer

are its Common Shares.

Appeal Book, p. 28

5. The Common Shares, the First Preference Shares and the Second Preference Shares of the Reporting Issuer are listed on the Toronto and Montreal Stock Exchanges.

Appeal Book, p. 28

6. Immediately prior to September 16, 1980, the Appellant was the beneficial owner, directly and indirectly (through Peel Financial Services Limited and S. B. McLaughlin & Company Limited), of or had control or direction over 1,587,784 Common Shares of the Reporting Issuer, being 52.895% of the issued and outstanding Common Shares. S. B. McLaughlin & Company Limited ("McLaughlin") was incorporated by letters patent dated December 30, 1949 under the provisions of the Corporations Act (Ontario) and is now governed by the provisions of the Business Corporations Act. All of the issued shares of McLaughlin are owned by Peel Financial Services Limited ("Peel") a corporation incorporated under the provisions of the Corporations Act (Ontario) by letters patent dated March 22, 1965 and now governed under the provisions of the Business Corporations Act. All of

the issued shares of Peel are owned by the Appellant.

Appeal Book, pp. 28 - 29

7. On or about September 16, 1980 (the "Date of Purchase"), Peel purchased by way of private agreement with two Ontario resident vendors, 150,000 Common Shares of the Reporting Issuer. As a result of the purchase by Peel of 150,000 Common Shares, the number of Common Shares of the Reporting Issuer which the Appellant owned or controlled increased from 1,587,784 to 1,737,784 Common Shares, or 57.929% of the issued and outstanding Common Shares.

Appeal Book, p. 29

8. Peel purchased the 150,000 Common Shares of the Reporting Issuer for a purchase price of $12.24 per share. The "market price" of the Common Shares as at the Date of Purchase, determined in accordance with Section 162 of the Regulations made under the Act, was $9.47 per share.

Appeal Book, p. 30

9. On the 15th day of April, 1981, the Respondent The Ontario Securities Commission heard, and by order dated the

14th day of April, 1981, dismissed the application of the Appellant for an order exempting the Appellant from the requirements of Section 91(1) of the Securities Act.

Appeal Book, p. 3

PART II - POINTS INTENDED TO BE ARGUED

10. It is respectfully submitted that Sections 91(1) and 99(a) of the Ontario Securities Act must be interpreted having regard to their object and purpose viz. the mischief that Section 91(1) was directed to.

11. It is respectfully submitted that Section 91(1) was enacted to provide protection to all shareholders of a corporation where the controlling shareholders of that corporation received a premium for the sale of the effective control of that corporation.

12. It is respectfully submitted that the intention of Section 91(1) is to require a follow-up offer to all shareholders of a corporation where the offer to certain shareholders resulted in the transfer of effective control of that corporation.

13. It is respectfully submitted that Section 99(a) of the Securities Act is an empowering section granting to the Commission the power to exempt an offer from the provisions of Section 91(1) where that offer does not result in a transfer of effective control rather than granting to the Respondent the overriding discretion to refuse to exercise that power where on the facts the offer will not or did not result in the acquisition of control by the offeror.

14. It is respectfully submitted that the Respondent erred in law in dismissing the application of the applicant.

15. It is respectfully submitted that this Honourable Court should exercise its authority under Section 9(5) of the Securities Act and direct the Respondent to grant the Appellant the order sought by its application.

PART III - THE LAW

16. Section 99(a) of the Securities Act provides as follows:

> "Sec. 99. Applications to the Commission. Upon an application by an interested person

"or company, the Commission may, subject to such terms and conditions as it may impose,

(a) decide that an offeror shall not be obligated to comply with subsection (1) of section 91 where the Commission finds that the offeror will not or did not acquire through the offer the power or authority to control the business or affairs of the offeree company;"

17. Section 91(1) of the Securities Act provides as follows:

"Sec. 91. Follow-up offers. - (1) Where a take-over bid is effected without compliance with section 89 in reliance on the exemption in clause (c) of subsection (2) of section 88, if there is a published market in the class of securities acquired and the value of the consideration paid for any of the securities acquired exceeds the market price at the date of the relevant agreement plus reasonable brokerage fees or other commissions, the offeror shall within 180 days after the date of the first of the agreements comprising the take-over bid, offer to purchase all of the additional securities of the same class owned by security holders, the last registered address of whom is in Ontario or in a uniform act province, at and for a consideration per security at least equal in value to the greatest consideration paid under any such agreements, and that offer shall be a take-over bid for purposes of this Part."

18. Section 91(1) was enacted in 1978 to counter the

mischief identified in paragraphs 1 and 9 of Chapter 11 of the Merger Report annexed hereto as Schedule "A". These paragraphs read as follows:

> "The acquisition of effective control by private agreement almost invariably involves the payment of a premium to the selling shareholder and in many cases no general offer is made to the other shareholders to acquire their shares on the same or substantially similar terms. The other shareholders are in the position where control of the corporation in which they have invested has changed leaving them with two options - to remain as shareholders and accept the changed situation or to sell their shares on the market at a price which will undoubtedly be less than the price received by the controlling shareholders." (underlining added)

> "When a controlling shareholder sells control, the thing he is really selling is corporate assets and the right to control the use of those assets and those assets belong to all of the shareholders, not merely the controller. There are in the opinion of the minority of the Committee valid arguments to be made on a conceptual basis that any premium on the sale of control should be shared by all shareholders." (underlining added)

19. It is respectfully submitted that the Merger Report is relevant to the interpretation of Sections 91(1) and 99(a) of the Act and accordingly should be considered by the Court since it is a report that was prepared for the

consideration of the Legislature before the passing of the Securities Act of 1978 and was in fact before the Legislature when the Act was passed.

> Laidlaw v. Municipality of Metropolitan Toronto, [1978] S.C.R. 736
>
> Black-Clawson International Ltd. v. Papierwerke Waldhof-Aschaffenburg A.G., [1975] 1 All E.R. 810 (H.L.)

20. There is no suggestion in the Merger Report that the requirements of what is now Section 91(1) of the Act were necessary or should apply where there is no transfer of effective control in a corporation involving the acquisition of shares by private agreement.

21. The Commission's Policy Statement 3-41 is consistent with this interpretation. In that policy statement the Commission sets out the "special policy concerns resulting in the enactment of Section 91". They are as follows:

> "(a) a sale of control where the result is clearly unfair or abusive to the remaining shareholders;
>
> (b) the sale of control follows a public distribution of equity securities of the same corporation (whether newly issued or derived from the control block) in which it may reasonably be assumed that investors relied on continued involvement of the controlling shareholder in the corporation's affairs, and the sale of control occurs within, say, ten years after the public distribution; or

> "(c) the offeror proposes obtaining effective control at a premium through purchases from fewer than fifteen shareholders, none of whom individually has effective control, at a premium unavailable to the remaining shareholders." (underlining added)

22. It is respectfully submitted that the word "may" in the second line of Section 99 of the Securities Act must be construed in the context of that section and Section 91(1) to be an empowering provision to be exercised in favour of the class of persons of which the Appellant is a member when, on the facts, effective control has not been acquired by reason of private agreement.

Ex Parte Gilbert et al. (1873), 14 N.B.R. 231 (C.A.)

Julius v. The Bishop of Oxford (1880), 5 App. Cas. 214 (H.L.)

Aitcheson v. Mann (1882), 9 P.R. 253, 473 (Ont. C.A.)

In Re Baker. Nichols v. Baker (1890), 44 Ch.D. 262 (C.A.)

In Re Eyre and the Corporation of Leicester, [1892] 1 Q.B. 136 (C.A.)

Ex Parte the Attorney-General: In Re Goodspeed (1903), 36 N.B.R. 91 (C.A.)

Alsop Process Co. v. Cullen (1912), 23 O.W.R. 81, 4 O.W.N., 114

R. v. Mitchell, [1913] 1 K.B. 561

Great West Wire Fence Co. v. Judson (1916), 10 W.W.R. 926 (Manitoba K.B.)

R. v. L. (1922), 51 O.L.R. 575, 69 D.L.R. 618

Attorney-General for Canada v. Attorney-General for British Columbia et al., [1930] A.C. 111 (P.C.)

Sheffield Corporation v. Luxford; Sheffield Corporation v. Morrell, [1929] 2 K.B. 180

Re Shuter (No. 2), [1959] 3 All E.R. 481 (Q.B.D.)

Re Shaughnessy Golf and Country Club (1967), 61 D.L.R. (2d) 245 (B.C. S.C.)

Re Falconbridge Nickel Mines Ltd. and Minister of Revenue for Ontario (1981), 32 O.R. (2d) 240 (C.A.)

23. It is therefore submitted that since the evil perceived by the legislature viz. "the transfer of effective control at a premium" in enacting Section 91(1) is absent the rationale for making an offer to all shareholders is not present and accordingly the application should have been granted.

PART IV - ORDER SOUGHT

24. The Appellant respectfully requests that an order be made directing the Respondent to grant the Appellant the order for exemption sought.

ALL OF WHICH IS RESPECTFULLY SUBMITTED.

W. A. Kelly, Q.C.

R. W. Cosman

of Counsel for the Appellant

IN THE SUPREME COURT OF ONTARIO
(DIVISIONAL COURT)

IN THE MATTER OF The Securities Act, S.O. 1978, Chapter 47 as amended (hereinafter referred to as "the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act;

B E T W E E N:

STUART BRUCE McLAUGHLIN

APPELLANT

- AND -

THE ONTARIO SECURITIES COMMISSION

RESPONDENT

RESPONDENT'S STATEMENT

PART I - THE FACTS

(a) Facts Accepted as Correct and Facts with which the Respondent Disagrees

1. The Respondent accepts the facts set out in paragraphs 3, 4, 5, 6, 7, 8, and 9 of the Appellant's Statement.

2. The Respondent accepts the facts set out in paragraph 1 of the Appellant's Statement with the modification that the Respondent also considered, and declined to exercise, its powers of exemption under Section 99(e) of the Act.

3. The Respondent does not agree with all of the facts as stated in paragraph 2 of the Appellant's Statement. The Respondent assumed, for the purposes of its decision, that the Appellant was the controlling shareholder of the corporation, and, in this context, refrained from answering a number of other questio which were raised before it and which arose out of the additional facts referred to in paragraph 6 herein. The Commission stated:

> "Since there was no evidence before us which persuaded us that we should grant the exemption it was not necessary to consider or deal with a number of interesting submissions made by Staff Counsel and by Mr. Waitzer. What was the Applicant's motive in acquiring additional shares at a premium? Was he, by increasing his holdings on a fully diluted basis from 49.6% of the common shares to 54.3% of the shares, insuring himself against take-over? Was he moving his holdings towards acquiring two-thirds of the votes which would give him absolute control under the incorporating statute? What would the impact of making an exempting order be on the right given to Ontario shareholders under section 129 of the Act to require the Applicant to make the offer to them?"

Reference: Decision of Commission, Appeal Book, p. 21

(b) Additional Facts Relied Upon by the Respondent

4. There is no transcript of the within proceedings as the Appellant chose not to present any evidence to the Commission.

5. The price paid by the Appellant for 150,000 voting shares exceeded the "market price" as determined under Section 162 of the Regulations to the Act. By letter dated December the 4th, 1980 the Commission's Deputy Director, Enforcement, John Leybourne, advised the Appellant that as a result of the purchases in question the Appellant appeared to be subject to the obligation, under Section 91(1) of the Act, to offer to purchase all of the same class of securities owned by Ontario registered shareholders at a price of $12.24 per share within 180 days of September 16, 1980. The Appellant, recognizing the mandatory nature of the follow-up requirements of Section 91(1), applied to the Commission requesting that it exercise its discretionary powers under Section 99(a) and grant him an exemption.

Reference: Appeal Book, p. 6

6. At the time the Appellant purchased the 150,000 shares in question there were warrants outstanding with respect to the common shares of S.B. McLaughlin Associates Limited which, if fully exercised, would have diluted the Appellant's holdings in the said corporation to 49.6% of the common shares. The effect of the acquisition of the 150,000 common shares raised the percentage held

by the Appellant to 54.3% on a diluted basis. The Respondent did not find it necessary to deal with the submissions of Commission Staff or counsel for an interested shareholder arising from these facts.

Reference: Appeal Book, p. 5

PART II

(a) The Position of the Respondent with Respect to the Issues Raised by the Appellant

7. The only issue raised by the Appellant, in his appeal is that Section 99(a) of the Act is a mandatory provision requiring the Commission to grant an exemption to a party applying thereunder if that party establishes that it did not acquire control through the take-over bid. The Respondent disagrees with this interpretation of Section 99(a) and submits that Section 99(a) is a permissive provision which affords discretion to the Commission in relation to an application for relief under that subsection.

8. It is submitted that the wording of Section 99(a), the provisions of The Interpretation Act, R.S.O. 1980, c. 219, and the scope and objects of the Act must be considered in determining whether the section should be read as permissive or mandatory in nature. It is submitted that a consideration of these factors, both individually and collectively, lead to the inevitable conclusion that Section 99(a) provides the Respondent Commission with a discretion to be exercised when Section 99(a) is otherwise applicable.

9. The wording of Section 99(a) of The Securities Act, R.S.O. 1980, c. 466. Section 99(a) of the Act reads as follows:

> "Sec. 99. Applications to the Commission. - Upon an application by an interested person or company, the Commission may, subject to such terms and conditions as it may impose,
>
> (a) decide that an offeror shall not be obligated to comply with subsection (1) of section 91 where the Commission finds that the offeror will not or did not acquire through the offer the power or authority to control the business or affairs of the offeree company;" (Emphasis added)

It is submitted that the juxtaposition of the words "may ... decide" imply that the Respondent Commission retains an independent decision-making power in cases which fall within the ambit of this section. The existence of such a power is inconsistent with the position implicit in the Appellant's submission that the provision is a mandatory enactment which by its nature would afford the Respondent with no choice but to grant the exemption once the qualifying criteria of the section are made out by an applicant.

> Reference: Section 99(a), The Securities Act, R.S.O. 1980 c. 466

10. The Provisions of The Interpretation Act, R.S.O. 1980 c. 219

It is further submitted that the provisions of Section 30.16 of The Interpretation Act support the view that Section 99(a) is permissive in nature:

> "30. In every Act, unless the context otherwise requires,

16. "may shall be construed as permissive;"

Reference: Section 30.16, The Interpretation Act, supra.

11. The Scope and Objects of the Legislation:

It is further submitted that the scope and objects of the Legislation, apart from addressing the special concerns relating to the transfer of control at a premium, include an intent to ensure that investors in the public capital markets are afforded equal and equitable treatment. This intent is evidenced by Sections 89(3) and 91(3) of the Act which provide as follows:

"89(3) Offer increasing take-over bid or issuer bid. -

Where during the course of a take-over bid or an issuer bid, the offeror pays or agrees to pay a price for securities higher than the consideration offered through the take-over bid or issuer bid, the take-over bid or issuer bid shall be deemed to be varied by increasing the consideration to the higher price. "

"91(3) Premium prohibited. -

Subject to any decision of the Commission under section 99, where a take-over bid or an issuer bid is made, all holders of the same class of securities shall be offered the same consideration and no collateral agreement with any holders shall have the effect, directly or indirectly, of offering such holders a consideration of greater value for their securities than that offered to the other holders of the same class of securities."

References: Sections 89(3), 91(3), The Securities Act, R.S.O. 1980 c. 466

12. The evolution and indicia of this legislative purpose are set out at length, and, it is submitted, correctly, in the

Commission's analysis of the Act:

> "By proposing the elimination of private agreements it is intended to provide equal treatment of all shareholders - what the Commission has recently referred to in its decisions as even handed or equitable dealings as among shareholders. It cared for the control block premium question which was the concern of the minority in the Report. But it went further." ...
>
> "The concepts introduced through The Securities Act, 1966, that is (i) insider reporting and liability, (ii) a continuing obligation on publicly traded companies to provide financial information to investors generally, and (iii) take-over bid rules, were major steps forward in the areas of investor information and protections and the thrust toward "even handed" dealings." ...
>
> " Mr. E. Waitzer, through his submission, has captured the essence of the evolutionary path followed by the Commission since 1967. The purpose of the marketplace is to support the raising of capital. There is a balance between unnecessary interference and the steps necessary to assure investor confidence. There is a balance to be struck between insiders and the remaining investors. Simply put the Legislature through the Act mandated that,
>
> (i) all investors should have an equal opportunity to consider all material facts and changes in reaching investment decisions, and
>
> (ii) access to the public markets imposes an obligation on insiders to treat all investors equitably." ...
>
> " The thrust in the Act towards "even handed" treatment, as among security holders of the same class, is illustrated not only by Section 91(1) but by at least two other provisions." ...
>
> " Had the Legislature intended, as is suggested, to exempt control persons from the follow-up bid requirements it could have quite simply done so in

> Section 91(1). Section 91 (1) and the other sections referred to above declare public policy in Ontario, in Mr. Waitzer's words, as "equal treatment." Absent clear and cogent evidence that it would be inappropriate and unfair to enforce that policy, the Commission has a duty to uphold the declared policy to preserve the integrity and efficiency of the capital markets." ...
>
> References: Decision of Commission: Appeal Book pp. 15. 16, 17, 19 and 20.

13. It is submitted that the Legislature could easily, if it had been inclined to do so, have automatically exempted "non-control" transactions from the follow-up requirements which the Appellant now seeks to avoid by a clear provision to that effect in the Act. It is important, in interpreting Section 99(a), to consider that the follow-up provisions, embodied in section 91(1) of the Act, are themselves clearly mandatory in nature and confer important rights upon shareholders affected thereby. Having regard to the provisions of Section 91(1), it is submitted that the Act should not be interpreted in the manner urged by the Appellant, which would result in an automatic exemption from an otherwise mandatory requirement, in the absence of wording to that effect. "Control" is a relative term and to accept the Appellant's submission would mean that once "control" is attained, the controlling shareholder could enter into any number of private agreements to the clear detriment of the remaining shareholders and the Commission would be powerless to halt the abuse. It is submitted that this was not the intention of the Legislature. It is submitted that the Legislature made, through 91(1), the follow-up offer mandatory while vesting a discretionary exempting power in the Commission.

14. Moreover, it is submitted, that the authorities relied upon by the Appellant restrict the mandatory construction urged upon ordinarily permissive provisions to those cases where the party urging that interpretation has a right to the relief which is the subject of the empowering legislation. In this case, the Appellant has no right, in the absence of an exemption, to avoid the follow-up bid provisions, and, indeed, his obligation to make such a bid, and the entitlement of the shareholders to receive same, is clear and mandatory.

References: Julius v. The Bishop of Oxford (1880) 5 App. Cas. 214 (H.L.)

Re Shaughnessy Golf and Country Club (1967) 61 D.L.R. (2d) 245 (B.C.S.C.)

15. For all of these reasons, it is submitted that the Appellant has not established, as he is required to do by the authorities relied upon him and the provisions of The Interpretation Act, that the scope and objects of the Act require that the normally permissive may be treated as mandatory for the purposes of Section 99(a) of the Act.

16. It is, therefore, submitted that having regard to the findings of the Commission as to the absence of any evidence to support an exemption under Section 99(a) or 99(e), this Appeal ought to be dismissed.

(b) Additional Issues Intended to be Raised by the Respondent

17. It is respectfully submitted that the Respondent was correct in its interpretation of Section 99(a) of the Act wherein

it determined that it was not available to the Appellant in the circumstances of this case. In this regard, the Commission traced the history of the evolution of the Act, reviewed the objects of the applicable provisions, and concluded that Section 99(a) was intended to deal with situations where there was uncertainty as to whether "control" had been acquired through the offer to which it might apply, rather than to cases where it was clear that the offeror could not have acquired control through the take-over bid. It is submitted that this is a reasonable interpretation of the legislation and ought not to be disturbed.

References: Decision of Commission
Appeal Book, pp. 10-21.

18. It is further submitted that the Respondent Commission was correct in concluding that where an offeror already has control the application for exemption should be made pursuant to clause (e) of Section 99 and not clause (a). However the Appellant made it clear that he was not seeking an Order under 99(e) and, in any ev "no evidence was presented to assist the Commission in the exercise of its discretion under either of these clauses."

References: Decision of Commission,
Appeal Book, p. 11;

Ontario Securities Commission
Policy No. 3-41

19. As a matter of general principle, it is respectfully submitted that this Court ought not to interfere in or reverse decisions of specialized administrative tribunals acting in the area of their expertise, except in the clearest and most compelling of cases.

References: Re Denison Mines Ltd. and Ontario Securities Commission (1981) 32 O.R. (2d) 469 (Ontario Divisional Court) - Application for Leave to Appeal to Ontario Court of Appeal dismissed June 8, 1981

Re Maher Shoes Limited and Ontario Securities Commission, [1971] 2 O.R. 267 (Ont. C.A.)

Re Western Ontario Credit Corp. Ltd. and Ontario Securities Commission, (1976) 9 O.R. (2d) 93 (Ontario Divisional Court)

Shulman v. The College of Physicians and Surgeons of Ontario, (1981) 29 O.R. (2d) 40 (Ontario Divisional Court)

Lazar v. Association of Professional Engineers of Manitoba et al, [1971] 5 W.W.R. 614

Hall v. Ball, (1923) O.L.R. 147

20. It is further submitted that the Ontario Securities Commission in considering the application before it was acting in an area in which it has particular experience and expertise, and that the general principles of deference or non-interference ennunciated in paragraph 19 should be followed in this Appeal. Applying these principles, no error has been demonstrated which would warrant the relief sought by the Appellant.

21. As a corollary principle, it is submitted that the interpretation placed upon the legislation by the Commission was, at a minimum, judicially reasonable and as such ought not to be reviewed by this Honourable Court.

Reference: Shulman v. The College of Physicians and Surgeons of Ontario, supra, at p. 43

22. Applying all of these principles to the instant case, it is submitted that this appeal ought to be dismissed.

PART III - ORDER SOUGHT

23. The Respondent will seek an Order dismissing this appeal with costs.

ALL OF WHICH IS RESPECTFULLY SUBMITTED.

Thomas J. Lockwood

THOMAS J. LOCKWOOD

David C. Moore

DAVID C. MOORE

of Counsel to the Ontario Securities Commission

IN THE SUPREME COURT OF ONTARIO
(DIVISIONAL COURT)

IN THE MATTER OF The Securities Act, S.O. 1978, Chapter 47 as amended (hereinafter referred to as "the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act;

B E T W E E N:

STUART BRUCE McLAUGHLIN

APPELLANT

- AND -

THE ONTARIO SECURITIES COMMISSION

RESPONDENT

RESPONDENT'S STATEMENT

MESSRS. LOCKWOOD, BELLMORE & MOORE
Barristers and Solicitors
Suite 1440
439 University Avenue
TORONTO, Ontario
M5G 1Y8

Counsel to the Ontario Securities Commission.

IN THE SUPREME COURT OF ONTARIO

DIVISIONSAL COURT

GRANGE, LABROSSE and CATZMAN JJ.

IN THE MATTER OF The Securities Act, S.O. 1978, chapter 47 as amended (hereinafter referred to as "the Act");	W.A. Kelly, Q.C. for the appellant
AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act;	T.J. Lockwood and D.C. Moore for the respondent
BETWEEN:	
STUART BRUCE McLAUGHLIN Appellant	
- and -	
THE ONTARIO SECURITIES COMMISSION Respondent	Heard: October 27, 1981

LABROSSE J. (Orally): -

This is an appeal from the decision of the respondent dismissing the appellant's application for an order pursuant to section 99(a) of the Securities Act, that the appellant not be obligated to comply with section 91(1) of the Act. Section 91(1) and section 99(a) provide as follows:

> "91.-(1) Where a take-over bid is effected without compliance with section 89 in reliance on the exemption in clause 88(2)(c), if there is a published market in the class of securities acquired and the value of the consideration paid for any of the securities acquired exceeds the

> market price at the date of the relevant agreement plus reasonable brokerage fees or other commissions, the offeror shall within 180 days after the date of the first of the agreement comprising the take-over bid, offer to purchase all of the additional securities of the same class owned by security holders, the last registered address of whom is in Ontario or in a uniform act province, at and for a consideration per security at least equal in value to the greatest consideration paid under any such agreements, and that offer shall be a take-over bid for purposes of this Part."
>
> "99. Upon an application by an interested person or company, the Commission may, subject to such terms and conditions as it may impose,
>
> (a) decide that an offeror shall not be obligated to comply with subsection 91(1) where the Commission finds that the offeror will not or did not acquire through the offer the power or authority to control the business or affairs of the offeree company."

Prior to September 16, 1980, the appellant had control or direction of over 52.895% of the issued and outstanding shares of S.B. McLaughlin Associates Limited. On that date, the appellant purchased, by way of private agreement with two Ontario resident vendors, 150,000 shares of McLaughlin Associates at a price of $12.24 per share. The market price of the shares was $9.47. The new acquisition gave the appellant 57.929% of the issued and outstanding shares.

On April 15, 1981, the respondent dismissed the application of the appellant for an order exempting the appellant from the requirements of section 91(1) of the Act. The appellant was seeking the exemption pursuant to

section 99(a) of the Act and the only issue before us is whether the section contains a mandatory or discretionary provision. The appellant offered no evidence at the hearing.

There appears to be no dispute that the facts of this case constitute a take-over bid within the meaning of section 88(1)(k). A take-over bid brings in the application of section 91(1) and the respondent found that all the requirements of that section had been met and that therefore the appellant was required to make a follow-up offer for all additional shares unless he obtained an exemption pursuant to section 99. That finding is not disputed. It is to be noted that the appellant applied for the exemption only pursuant to section 99(a).

The Argument of counsel for the appellant is that once the condition, namely the acquisition through the trnsaction of the power to control the company has been found not to exist, the respondent is required to relieve the appellant of the need to comply with the provisions of section 91(1). In other words, he argues that "may" in the preamble to section 99 in those circumstances, becomes mandatory.

We cannot accept that argument. The section itself uses the permissive word "may" as well as the verb "decide". The Interpretation Act provides:

"30. In every Act, unless the context otherwise requires,

*****

16. 'may' shall be construed as permissive."

In our view the context does not otherwise require. Indeed, the section seems to require the respondent to make a discretionary decision after the condition of not acquiring control has been satisfied. Moreover, the respondent in its reasons pointed out that one of the objects of the Act is the protection of minority shareholders. In our view, that protection may well be as much needed where the take-over bidder has already acquired control as it is where he is acquiring control through the take-over bid.

It is for that reason, that the respondent is given a discretion in section 99(a).

The appeal is therefore dismissed with costs.

We wish to thank counsel for the very able presentation.

RELEASED: October 30, 1981.

CEASE TRADING ORDERS

CARD LAKE COPPER MINES LIMITED

The cease trading order dated October 16, 1981, was continued October 30, 1981, pending the company complying with Part XVII of the Securities Act.

FIRST CITY PROPERTIES INC.
(FORMERLY STATE MUTUAL INVESTORS INC.)

The cease trading order dated October 19, 1981, was rescinded October 26, 1981, the company being now up-to-date with its filings.

IN THE MATTER OF UNIVERSAL EXPLORATIONS LTD.

AND

IN THE MATTER OF A PROPOSED AMALGAMATION OF UNIVERSAL EXPLORATIONS LTD. AND THE PETROL OIL & GAS COMPANY, LIMITED

WHEREAS on October 27, 1981 the Ontario Securities Commission (the "Commission") made a temporary order (the "Section 124 Order") pursuant to section 124 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that certain exemptions in the Act do not apply to, among others, Universal Explorations Ltd. ("Universal");

AND WHEREAS it appears to the Commission that:

1. Universal proposes to amalgamate with The Petrol Oil & Gas Company, Limited ("Petrol") to form Universal Explorations (81) Ltd. ("Amalco") pursuant to an amalgamation agreement (the "Agreement") dated as of September 23, 1981 between Universal and Petrol pursuant to which shares of Amalco will be issued in exchange for shares of Universal and Petrol;

2. the terms of the Agreement were ratified and approved by the shareholders of Universal and Petrol at meetings (the "Meetings") held on October 28, 1981 for which notice was given and proxies were solicited pursuant to a notice of meeting and information circular sent to shareholders on or about September 28, 1981;

3. it is uncertain whether shareholders of Universal and Petrol who voted at the Meetings, or who appointed members of management of Universal or Petrol as their nominees to vote at the Meetings, did so with knowledge of the Section 124 Order; and

4. the terms and conditions of the Agreement were material considerations in the Commission's decision to make the Section 124 Order;

AND UPON the Commission having formed the opinion that to do so is in the public interest and that the length of time required for a hearing

could be prejudicial to the public interest;

IT IS ORDERED that trading in securities of Universal and Petrol for the purpose of giving effect to the proposed amalgamation of Universal and Petrol pursuant to the Agreement, including the exchange or conversion of securities of Universal or Petrol for securities of Amalco and including the issue of securities of Amalco, shall cease forthwith for a period of fifteen days.

2nd November, 1981

"Henry J. Knowles" "Harry S. Bray"

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol	- Securities are beneficially owned directly.
Symbol #1	- The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol-	purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, Matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ALBERTA ENERGY COMPANY LTD	Common	Mathew M Baldwin	D	Sept/81		2000		12000
ALCAN ALUMINIUM LIMITED	Common	Roger Phillips	S	Sept/81		187		
				Sept/81	T	1		248
		Nathanael V Davis	DS	Sept/81	T	258		48464
		Trust		--	1			29852
		Wife		--	1			2536
		Patrick J J Rich	DS	Sept/81	T	8		458
		David H Clarke	S	Sept/81		187		188
ALGOMA CENTRAL RAILWAY	Common	Douglas A Berlis	DS	Oct/81			700	9893
		RRSP		--	1			3561
AMPAL-AMERICAN ISRAEL CORPORATION	Class A	Victor M Carter	D	Oct/81		275		275
		Morris Lieberman	D	Oct/81		453		1453
		Isaac Oberman	D	Oct/81		191		891
ATLANTIC RICHFIELD COMPANY	Common	Howard H Ockelmann	S	--				120
		Thrift Plan		Jun/81	1	153		2021
		John W Simmons	S	--				9700
		Thrift Plan		Jun/81	1	2000		4432
		Wife		--	1			920
BAKER INTERNATIONAL CORPORATION	Common	Dan M Krausse*	D	Sept/81		1000		6400
BANK OF BRITISH COLUMBIA	Common	Beverley K Lecky	D	Oct/81		9		300
BRAMALEA LIMITED	Common	Enid Hildebrand	D	Sept/81		700		1100

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRASCAN LIMITED	Class A	John A Scrymgeour	D	I R				1000
BRINCO LIMITED	Series A Pref	Hugh R Snyder	DS	Oct/81		6800		72575
CABOT TRUST COMPANY	Common	Angelo Breda	D	Oct/81			13125	834
CAE INDUSTRIES LTD	Common	Harry H Stikeman	D					
		Amended		Sept/81	T	1113		228225
		In Trust		Sept/81	1	400		400
		Victor Delta Holdings Ltd		--	1			432773
	Class A	Floyd A Maybee	S	Jun/81		15		
				Sept/81		18		
				Oct/81			3633	---
CAMPEAU CORPORATION	Common	Donald J Cresswell	S	--				3704
		Stock Purchase Plan		Oct/81	M1	840		66576
		Clement Cadieux	S	--				3592
		Stock Purchase Plan		Oct/81	1	2100		131888
CANADA NORTHWEST LAND LIMITED	Common	George G Ross	D	Sept/81		1500		10000
CANADA TRUSTCO MORTGAGE COMPANY	Common	John B Kelman	S	Jul/81		31		
				Aug/81		15		
				Sept/81		16		5652
		James T Lindores	S	Oct/81		5		4386
CANADIAN IMPERIAL BANK OF COMMERCE	Common	James D Simpson	S	Oct/81			4000	10

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN LONESTAR RESOURCES CORPORATION	Common	Leonard L Capaldi	B	I R				243000
		Thomas O Mudd III	B					
		T O Mudd Corporation		I R	1			601666
		Resources Company International Ltd	B	I R				601666
CANRON INC	Class A Common	Gerald Lefebvre	S	Oct/81			2200	---
CANUSA ENERGY LTD	Common	Joe R Solcher	S	Sept/81		10000		140000
CAROLIN MINES LIMITED	Common	Joseph S LaBine	D	Oct/81			2000	69100
CESSLAND CORPORATION LIMITED	Common	Walter S Bishop	DS	--				18060
		Birnamwood Investment Limited		Oct/81	1	3500		34652
		Beltree Holdings Limited		--	1			77100
CHARLES OGILVY LIMITED	Common	Eric Beardsley	D	Oct/81		152		1825
		Robert A Cathcart	S	Oct/81		192		2959
		Philip S Conquer	DS	Oct/81		150		3550
		Hazel L Kihl	D	Oct/81		144		2074
		George A Wooster	DS	Oct/81		75		2165
CLARION PETROLEUMS LTD	Common	Thomas S Dobson	D	Jul/81		1650		8400
		T S Dobson Consultant Ltd		--	1			3000
COCKFIELD BROWN INC	Common	Erick Baillie	S	I R				---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMAPLEX RESOURCES INTERNATIONAL LTD	Common	Glen Dickson	S	Sept/81			1800	43600
COMBINED INTERNATIONAL CORPORATION	Common	Warren Hendriks Jr	S	I R				---
COMTECH GROUP INTERNATIONAL LIMITED	Common	James E Houston	D	Oct/81		5400		319300
		Children		--	1			2000
CONIAGAS MINES LIMITED THE	Common	James H Morlock	DS	Oct/81			500	16001
		RRSP		--	1			21000
CONSOLIDATED LOUANNA GOLD MINES LIMITED	Common	Frank Cadesky	D	--				29950
		Cadre Corporation		Oct/81	1	500		19250
CONSOLIDATED MARCUS GOLD MINES LIMITED	Common	C Bruce Burton	S	Oct/81			500	---
CONSOLIDATED PROFESSOR MINES LTD	Common	Wolfgang Rauball*		--	E	100000		
				--			30500	242900
		W R Financial Consultants Ltd		--	E1	101500		101500
CONTROL DATA CORPORATION	Common	Robert M Price	DS	Sept/81	V	26232		52464
		Lowell C Roskam	S	Jul/81			100	
				Sept/81	V	2550		5100
		George P Shaw	S	Sept/81	V	2500		5000
		Joseph M Walsh	D	Sept/81	V	100		200
COOPER CANADA LIMITED	Common	John O'Brien	S	Oct/81		3000		3000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CRESTBROOK FOREST INDUSTRIES LIMITED	Common	Montreal Trust Company Candou Industries Ltd	B	Oct/81 1	1000		514020
CULLATON LAKE GOLD MINES LTD	Common	Jerome C Byrne	D	Oct/81	300		300
DAON DEVELOPMENT CORPORATION	Common	Larry Sunderland	S	Aug/81		3400	17500
DATACROWN INC	Common	Edgar S Miles	D	I R			10
DELHI PACIFIC MINES LIMITED	Common	John C Labbett	D	Oct/81	2000		
				Oct/81		2000	2000
DOFASCO INC	Class B Common	William J B Stewart	S	Jan/81	173		
				Apr/81	179		
				Jul/81	155		
				Oct/81	165		12307
DUNRAINE MINES LIMITED	Common	386606 Ontario Limited Disposal of Pledgee shares against loan made to Corporation	B	Oct/81		200000	700000
EATON BAY TRUST COMPANY (ALBERTA)	Common	Commerce Capital Corporation Limited	B	Mar/81	600		
				Apr/81	1335		
				Apr/81		900	
				May/81	650		
				May/81		800	
				Jun/81	50		
				Jul/81	300		
				Aug/81	200		1269504
	Preference			Jun/81	250		250

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ELECTRO-KNIT FABRICS LTD	Common	Maurice Rabinovitch D	Oct/81	2500		5500
ETHYL CORPORATION	Common	Robert Herzog DS	--			5444
		Savings Plan	Sept/81 1	104		10384
		Wife	-- 1			100
FORD MOTOR COMPANY	Common	Clifton R Wharton D	Oct/81	300		300
GENERAL AMERICAN OIL CO OF TEXAS	Common	Eudine M Cheney DI	Oct/81 A	200		12495
		Curtis Meadows Jr DISI	--			831
		Executor	Sept/81 A1		4098	92050
		Other Indirect	-- 1			15541
		Vela M Broadfoot DI	Sept/81 A	200		
			Oct/81	309		10617
		James W Goss DS	Sept/81 T	36		1264
GENERAL DISTRIBUTORS OF CANADA LTD	Class A	General Distributors of Canada Ltd	I R			25000
			Oct/81		25000	---
		Mendell E Miller SI	I R			8334
GENERAL MOTORS CORPORATION	Common	John R Edman S	Sept/81 C	105		2021
		Wife	-- 1			485
		Savings Stock Purchase Program	-- 1			2422
GENSTAR CORPORATION	Preference	Walter T George S	Oct/81	900		900
		Lorimer Whitworth S	Oct/81	1400		21200

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GOLDSEARCH INC	Common	Robert R McEwen S	I R			3000
		Evanachan Limited	I R 1			332000
		Carl Hnilica D	Oct/81	5000		24400
GREAT WEST STEEL INDUSTRIES LTD	Class A Common	Thomas M Pytel S	--			25000
		Deferred Profit Sharing Plan	Sept/81 1		466	---
GULF OIL CORPORATION	Common	William P Moyles S	Sept/81 1	5		5
HERITAGE GROUP INC, THE	Common	Howard G Schneider DB				
		Voting Trust	Aug/81 M1		43919	---
		Harbour Glen Securities	Aug/81 M1	43919		
			Aug/81 M1	6500		
			Sept/81 M1		50419	---
	Common	J M Schneider Family Holdings Limited	Sept/81 M1	50419		50419
	Class A	Harbour Glen Securities	Aug/81 1	22745		169456
		Jean M Hawkings* DB				
		Voting Trust	Aug/81 M1		39250	---
		Jadebridge Holdings Ltd	Aug/81 M1	32950		
			Aug/81 M1		32950	---
		J M Schneider Family Holdings Limited	Aug/81 M1	32950		39250
	Class A		Aug/81 M		81880	---
		Jadebridge Holdings Limited	Aug/81 M1	81880		81880
		Herbert J Schneider DB	--			1700
		Voting Trust	Aug/81 M1		44340	---
		Kinspan Investments Limited	Aug/81 M1	504840		
			Aug/81 M1		504840	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HERITAGE GROUP INC, THE (continued)	Common	J M Schneider Family Holdings Limited	Sept/81 M1	504840		504840
	Class A	Kinspan Investments Limited	Aug/81 1	22745		90745
	Common	Frederick Schneider DB	--			2800
		Laurel Ridge Investments Limited	Aug/81 M1		62941	---
		J M Schneider Family Holdings Limited	Aug/81 M1	629941		62941
		Other Indirect	-- 1			11202
I T L INDUSTRIES LIMITED	Common	Dofasco Supplementary Retirement Income Plan B	Oct/81		120000	167608
IRVCO RESOURCES LTD	Common	Irving Industries (Irving Wire Products Division) Ltd B	Oct/81	3000		5008500
JOFFRE RESOURCES LTD	Common	Russell J Tripp S				
		Amended	Sept/81 E	5481		
			Sept/81		8275	1
	Preferred		Sept/81 E		4250	---
K T RESOURCES (1981) LIMITED	Common	Edward R Birkett D	Aug/81	140000		540000
KAMLO GOLD MINES LIMITED	Common	M Rash & Co Limited B	Oct/81	2000		708575
LAIDLAW TRANSPORTATION LIMITED	Class A	Laurence J Needler D DISI				
		Fairway Heights Investments Ltd	Oct/81 1	13200		131000
LOBLAW COMPANIES LIMITED	Common	William S Robertson D	Sept/81	1000		1625

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MAGNETICS INTERNATIONAL LIMITED	Common	David E Khazzam	D	Sept/81		10000		60000
MANNVILLE OIL & GAS LTD	Common	Roy D Widney	DB	I R				710324
McPHAR INSTRUMENT CORPORATION	Common	Aina A Liepins	S	I R				200
MOFFAT COMMUNICATIONS LIMITED	Common	Keith P James*	S	--				1050
		Stock Purchase Plan		Sept/81	1	4000		4000
MOLSON COMPANIES LTD, THE	Common	Philip E Barron	DI	Oct/81		200		1615
		RRSP		--	1			1125

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NATIONAL HEES ENTERPRISES LTD	Common	D T Dingle	D	Oct/81		275		13890
NEARCTIC RESOURCES INC	Warrants	W D MacLean	D					
		J W Gemmel QC In Trust		Oct/81	1		500	---
NEWFOUNDLAND LIGHT & POWER CO LIMITED	Series 1 Preferred	G R Parsons	D					
		Lakeview Limited		Oct/81	1	200		200
NEWPORT PETROLEUMS LTD	Common	Standford Resources Ltd	D	I R				3700000
	15% Series B Debentures due 1984	Standford Resources Ltd	D	I R				$3000000
NORANDA MINES LIMITED	Common	B C Bone	S	Oct/81	E		1334	7981
	Convertible Preferred	B C Bone	S	Oct/81	E		1136	905
NORTH AMERICAN COMBUSTION TECHNOLOGY CORP	Common	D D Doederlein	D	Oct/81	E	15120		
				Oct/81			3500	83620
NORTHUMBERLAND MINES LIMITED	Common	B P Mordy	DS	Oct/81			1100	63300
NOVA, AN ALBERTA CORPORATION	Common	R B Snyder	S	1981		326		1364
PCL INDUSTRIES LIMITED	Common	Guy P French	D	--				1000
		GPF Services Ltd		Oct/81	1	200		1200
PE BEN OILFIELD SERVICES LIMITED	Common	David J. Horton	D					
		Janeff Holding		Sep/81	1	5000		18000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PRECAMBRIAN SHIELD RESOURCES LIMITED	Common	Howard R. Lowe	DB	Sep/81		1800		
				Sep/81	G		10000	592700
Q.M.G. HOLDINGS INC	Common	I S Lindzon	DS	Oct/81	X	5000		---
		370815 Ontario Limited		Oct/81	1		5000	800000
QUEBEC TELEPHONE	Common	M B Mulroney	D	Oct/81		17		602
RANCHMEN'S RESOURCES (1976) LTD		Jean-Pierre Januard	D	I R				---
REED STENHOUSE COMPANIES LIMITED	Class A	R J Barbary	S	Sep/81	T	126		9848
ROYAL TRUSTCO LIMITED	Common	L Chisholm	S	Sep/81		200		800
	Class A	A Forest	S	Sep/81		500		1013
		H E Trenholme	S	Jul/81		300		4000
RUPERTSLAND RESOURCES CO LIMITED	Common	G R Gardiner	DI					
		Ryerson Mining and Development Limited		I R	1			125000
	Warrants			I R	1			125000
				I R	1			125000
SCINTILORE EXPLORATIONS LIMITED	Common	Newlore Investments Ltd	B	Oct/81			5500	33200
SCOTT PAPER LIMITED	Common	W M Ferrie	S	Oct/81	X	500		
							500	177
	Common	D H R Stowe	S	Oct/81		1500		
				Oct/81			1500	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCOTT'S HOSPITALITY INC	Class C	F R Graham	D					
		Ronmount Holdings Ltd		Oct/81	1		37000	154000
SHADOWFAX RESOURCES LIMITED	Common	L R Exton	D	Oct/81	1	1100		12000
SOUTHAM INC	Common	E J Mannion	D	Sep/81		900		29000
		E J Mannion Assoc. Ltd		1981	1	1265		18056
SPAR AEROSPACE LIMITED	Common	Crowborough Investments Limited	B	Oct/81			3700	473980
STANDARD OIL COMPANY (INDIANA)	Common	Terence B Redmond	S	Oct/81			500	10500
		Wife as Trustee for Children		--	1			5420
	Common	J J Gobel	S	I R				2800
STUART HOUSE INTERNATIONAL LIMITED	Common	Stuart House		1981		300		
		Canada Limited		1981			100	61200
SULPETRO LIMITED	Class "B"	William C Leuschner	D	Sep/81		2800		
				Sep/81	E	8888		29188
	7% 1st Convertible Preferred	William C Leuschner	D	Sep/81	E		10000	---
SULPETRO LTD	Class A	R Merton	D	Oct/81		6000		72675
	Class B			Sep/81		6000		
				Oct/81		6000		
				Oct/81	G		825	633000
SUMMIT GOLD MINES INC	Common	M Rash & Co Limited	B	Oct/81		1000		400900

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SUMMIT GOLD MINES INC (Cont'd)	Common	M Rash	B					
		M Rash & Co Limited		Oct/81	1	1000		400900
SUNGATE RESOURCES LIMITED	Common	Bryan E W Gransden	D	I R				61
SUPERIOR OIL COMPANY, THE	Common	Howard B Keck	D	Aug/81		17		
				Sep/81		17		2505985
		Joseph E Reid	DS	Aug/81		86		
				Sep/81		91		29169
TECTONIC ENERGY CORPORATION	Warrants	P M Nedham	D	I R	1			1000
TRANSALTA UTILITIES CORPORATION	Common	Albert W Howard	DS	Oct/81	F	5650		
				1981	T	2764		53436
TRIZEC CORPORATION LTD	Common	M A Cornelissen	DS	Oct/81			20000	11684
		Monray & Co		--	1			80000
		PDB Investments		--	1			126322
		Joseph Killi	S	Oct/81			3600	1388
		In Trust		Aug/81	1	7000		7000
ULTRAMAR COMPANY LIMITED	Common	M R Swartz, Jr	SI	I R				7000
UNION CARBIDE CANADA LIMITED	Common	J S Dewar	DS					
		Company Savings Plan		Oct/81	1	102		269
VICTORIA AND GREY TRUSTCO LIMITED	Common A	G G Thomson	D	Sep/81	T	45		391
	Common	Rudolf V Frastacky	DS	Sep/81		1436		94456
		RRSP		--	1			2120

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
VICTORIA AND GREY TRUSTCO LIMITED (Cont'd)	Common	Westminster Development Corporation		--	1			452
VIDEO INDUSTRIES INC	Common	K I Foss	DI					
		Channel 100 Limited		I R	1			410000
		John C Middlebro	SI					
		Teromi Inc		I R	1			592000
WESTMIN RESOURCES LIMITED	Class B Preferred Shares	A W Farmilo	DS	I R				100
WOODWARD STORES LIMITED	Class B	Thomas R Farrell	D	Oct/81	E		1000	
				Oct/81			1000	8000

REPORTS OF TRADES SUBMITTED ON FORM 20 (AND ITS PREDECESSOR)
UNDER THE SECURITIES ACT 1978

Transaction Date	Purchaser	Security	Price	Amount
Oct. 15, 1981	Bank of Montreal	Dominion Foundries and Steel Limited - 1977 preferred shares series 3	$ 25.00	200,000 shrs
Oct. 23, 1981	Canadian Pacific Enterprises Ltd.	Chateau Insurance Co. common shares	65.67	15,093 "
Oct. 29, 1981		Cavendish Investing Ltd. - 13½% convertible secured debenture ("put" option)	2,350,000.00	$ 2,350,000.00
Aug. 13, 1981		European & Pacific Investment Trust - units	119.32	4,190,496 units
Oct. 9, 1981	Laurence A. Lerch	Journey's End Motel Number One Partnership - units	9,000.00	12 units
Oct. 9, 1981	Gunnar Helgason	"	9,000.00	14 "
Oct. 9, 1981	Maurice H. Rollins	"	9,000.00	38 "
Oct. 9, 1981	Joseph Basch	"	9,000.00	12 "
Oct. 9, 1981	John M. Parrott	"	9,000.00	24 "
July 31, 1981*	The Shield Dev. Co. Limited	Lyndex Explorations Ltd. - common shares	1.00	400,000 shrs
July 31, 1981	Kenneth J.Nephin	Mining North Explorations Ltd. - units	.16 5/8¢	30,077 units

* Report improperly filed

Continued

Transaction Date	Purchaser	Security	Price	Amount
July 31, 1981	Robert G. Rawlings	Mining North Explorations Ltd. - units	$ .16 5/8¢	126,707 units
July 31, 1981	Kenneth L. Sawchuk	"	.16 5/8¢	72,182 "
July 31, 1981	Glen J. Armstrong	"	.16 5/8¢	1,804 "
July 31, 1981	Eldon W. Cornell	"	.16 5/8¢	1,804 "
July 31, 1981	Patrick N. Groulx	"	.16 5/8¢	1,705 "
July 31, 1981	Peter Groulx	"	.16 5/8¢	1,705 "
July 31, 1981	Garth Napper	"	.16 5/8¢	1,705 "
July 31, 1981	Don Meilleur	"	.16 5/8¢	1,705 "
July 31, 1981	Ray Gowriluk	"	.16 5/8¢	3,410 "
July 31, 1981	Clayton Shannon	"	.16 5/8¢	1,705 "
July 31, 1981	Gordon Peters	"	.16 5/8¢	1,705 "
July 31, 1981	Robert Olsen & K. Bernstein	"	.16 5/8¢	3,410 "
July 31, 1981	Jodama Holdings Ltd.	"	.16 5/8¢	30,075 "
July 31,11981	Ned Goodman & Associates Ltd.	"	.16 5/8¢	60,151
July 31, 1981	Sol Mednick	"	.16 5/8¢	83,835 "
July 31, 1981	Marvin Lee	"	.16 5/8¢	53,759 "
July 31, 1981	Stephen Sharpe	"	.16 5/8¢	30,075 "
July 31, 1981	Edward Mednick	"	.16 5/8¢	53,759 "
July 31, 1981	Lional Walters	"	.16 5/8¢	53,759 "
July 31, 1981	Sid Silverberg	"	.16 5/8¢	26,880 "
July 31, 1981	Al Silverberg	"	.16 5/8¢	26,880 "
July 31, 1981	Oscar Rechtschaffen	"	.16 5/8¢	30,075 "
July 31, 1981	Marion Howes	"	.16 5/8¢	12,030 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
July 31, 1981	Sean Howes	Mining North Explorations Ltd. - units	$ .16 5/8¢	17,293 shrs
July 31, 1981	Tim Howes	"	.16 5/8¢	6,015 "
July 31, 1981	Nicole Hoskins	"	.16 5/8¢	12,030 "
July 31, 1981	David Shapira	"	.16 5/8¢	53,760 "

FORM 21 (AND ITS PREDECESSOR) - RESALE OF SECURITIES

Date of Resale	Date of Original Purchase	Seller	Security	Price	Amount
Oct. 6, 1981	April, 1980	Glen H.Erickson	Ameracrude International Inc. - common shares	$ .40	6,250 shrs
Oct. 7, 1981	April, 1980	"	"	.40	2,500 "
Oct. 7, 1981	April, 1980	"	"	.80	2,000 "
Oct. 7, 1981	April, 1980	"	"	.85	2,000 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
Martin Richman	Delhi Pacific Resources Ltd. - common shares	66,500 shrs
Lion Diversified Investments Limited	Cadillac Fairview Corporation Limited - preference, series "A"	361,548 "
Conwest Exploration Company Limited	Chance Mining and Exploration Company Limited - common shares	404,000 "

TAKE-OVER BIDS, ISSUER BIDS

BARNET BANKS OF FLORIDA INC.
(OFFEROR)

FIRST MARINE BANKS INC.
(OFFEREE)

SEAWAY BASE METALS LIMITED
(OFFEROR)

TROUTFLY RESOURCES INC.
(OFFEREE)

NOTICE OF INTENTION - FORM 35 - LAIDLAW TRANSPORTATION LIMITED

CONTINUOUS DISCLOSURE FILINGS

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A ANNUAL FINANCIAL STATEMENTS

B INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)

C INTERIM FINANCIAL STATEMENTS

D TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL

E OTHER REPORTS

F REPORT OF MATERIAL CHANGE (FORM 27)

ABITIBI-PRICE INC.	C E
ADVOCATE MINES LIMITED	E
AGASSIZ RESOURCES LTD.	A
AGF MANAGEMENT LIMITED	C
AHED CORPORATION	C
ALCAN ALUMINUM LIMITED	E
ALGONQUIN MERCANTILE CORPORATION	A B
AMERICAN EAGLE PETROLEUMS LIMITED	E
AQUITAINE COMPANY OF CANADA LTD.	D
ASTRAL BELLEVUE PATHE INC.	C E
ATLANTIC RICHFIELD COMPANY	E
B.C. SUGAR REFINERY LIMITED	E
BANK OF BRITISH COLUMBIA	E
BANK OF MONTREAL	E
BELDING-CORTICELLI INC.	C
BELL CANADA	E
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	E
C S T FOUNDATION	C
CAMPBELL RESOURCES INC.	E
CANADIAN GENERAL ELECTRIC COMPANY LIMITED	E
CANADIAN REALTY INVESTORS	E
CANADIAN SCHOLARSHIP TRUST PLAN	C
CANADIAN TIRE CORPORATION LIMITED	E
CANRON INC.	E
CARTIER RESOURCES INC.	E
CEDAR RIDGE APARTMENT PROJECT	C
CHARRIOT RESOURCES LTD.	E
CHIEFTAIN DEVELOPMENT CO. LTD.	E
CLARION PETROLEUMS LTD.	B
COMINCO LTD.	E
COMPUTALOG GEARHART LTD.	E
COMPUTEL SYSTEMS LTD.	C E
COMTECH GROUP INTERNATIONAL LIMITED	A B
CONSOLIDATED BATHURST INC.	E
CONTROLLED FOODS INTERNATIONAL LTD.	C
CORPORATION FALCONBRIDGE COPPER	E
CROWN TRUST COMPANY	E
CYPRUS ANVIL MINING CORPORATION	E
CZAR RESOURCES LTD.	F

D. H. HOWDEN & CO. LIMITED
DALMYS (CANADA) LIMITED
DATALINE INC.
DISTRICT TRUST COMPANY
DOFASCO INC.
DOMINION TEXTILE INC.
DOMTAR INC.
DOVER INDUSTRIES LTD.
DRG INC.
DRUMMOND, MCCALL INC.
DRUMMOND PETROLEUM LTD.
DUPONT CANADA INC.
DYNAMAR ENERGY LIMITED
EMCO LIMITED
ENTAREA MANAGEMENT LIMITED
F.C.A. INTERNATIONAL LTD.
FALCONBRIDGE NICKEL MINES LIMITED
FEDERAL INDUSTRIES LIMITED
FINNING TRACTOR & EQUIPMENT COMPANY LIMITED
FIRECO SALES LIMITED
FIRST CITY FINANCIAL CORPORATION LTD.
FORD MOTOR COMPANY OF CANADA LTD.
FRANKFIELD EXPLORATIONS LTD.
FRODAC CONSOLIDATED ENERGY RESOURCES LTD.
G.S.W. INC.
GANE PETROLEUM CORPORATION LTD.
GARBELL HOLDINGS LIMITED
GATEFORD MINES LIMITED
GAZ METROPOLITAN, INC.
GERIN INC.
GIANT YELLOWKNIFE MINES LIMITED
GLOBE REALTY LIMITED
GOODYEAR CANADA INC.
GOWGANDA SILVER MINES LIMITED
GRANDMA LEE'S INC.
GREAT LAKES POWER CORPORATION LIMITED
GREAT WEST LIFE ASSURANCE COMPANY, THE
GULF CANADA LIMITED
HARDEE FARMS INTERNATIONAL LIMITED
HARRIS STEEL GROUP INC.
HOFFMAN EXPLORATION AND MINERALS LIMITED
HUDSON BAY MINING AND SMELTING CO. LIMITED
HUDSON'S BAY OIL AND GAS COMPANY LIMITED
HUMBERSIDE APARTMENTS SOUTH
HUSKY OIL LTD.
HYDRA EXPLORATIONS LIMITED
I.T.L. INDUSTRIES LIMITED
IMPERIAL LIFE ASSURANCE COMPANY OF CANADA, THE
INCO LIMITED
INDEPENDENT MINING CORPORATION LIMITED
INEXCO OIL COMPANY
INGLIS LIMITED
INVESTORS GROUP, THE
JANNOCK LIMITED
KELSEY-HAYES CANADA LIMITED
KERR-MCGEE CORPORATION
KIENA GOLD MINES LIMITED

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LAWRENCE SQUARE LIMITED	A
LEIGH INSTRUMENTS LIMITED	E
LES TERRAINS AURIFERES MALARTIC (QUEBEC) LIMITED	E
LORD SIMCOE HOTEL LTD.	B C
LYNCO RESOURCES INC.	C
M W RESOURCES LIMITED	E
M.T.S. INTERNATIONAL SERVICES INCORPORATED	E
MACFIE RESOURCES INC.	E
MACLEAN HUNTER LIMITED	C
MacMILLAN BLOEDEL LIMITED	E
MAJESTIC WILEY CONTRACTORS LIMITED	E
MANNVILLE OIL & GAS LTD.	E
MASCAN CORPORATION	E
MASSEY-FERGUSON LIMITED	E
McADAM MINING CORPORATION LIMITED	E
MIKES SUBMARINES INC.	C
MOLCO INDUSTRIES LIMITED	E
MONTREAL TRUST COMPANY	C
MOORE CORPORATION LIMITED	E
MOUNT KENO MINES LIMITED	C
NATIONAL PETROLEUM CORPORATION LIMITED	E
NEARTIC RESOURCES INC.	E
NICKEL RIM MINES LIMITED	C
NORANDA MINES LIMITED	B
NORBASKA MINES LIMITED	C
NORCEN ENERGY RESOURCES LIMITED	E
NORLEX MINES LIMITED	E
NORTHERN TELECOM LIMITED	E
NORTHUMBERLAND MINES LIMITED	C E
NOVA, AN ALBERTA CORPORATION	E
OFF YOUR ROCKER	E
PACIFIC NORTHERN GAS LTD.	E
PARK COUNTY TOWNHOUSE INVESTMENTS	C
PETROL OIL & GAS COMPANY LIMITED, THE	B
PETROLEUM ROYALTIES LTD.	E
PHOTO ENGRAVERS & ELECTROTYPERS LTD.	C
PINE POINT MINES LIMITED	E
PLACER DEVELOPMENT LIMITED	E
PRECAMBRIAN SHIELD RESOURCES LIMITED	B C
PRINCIPAL VENTURE FUND LTD.	E
PROFLEX LIMITED	E
PRONTO EXPLORATIONS LIMITED	E
PUBLIC STORAGE CANADIAN PROPERTIES	C
PUBLIC STORAGE CANADIAN PROPERTIES II	C
R.L. CRAIN INC.	E
RED ROCKET EXPLORATION INC.	C
RIDEAU HEIGHTS APARTMENTS TRUST	C
RILEY'S DATASHARE INTERNATIONAL LTD.	E
RIO ALGOM LIMITED	E
RIVERSIDE YARNS LIMITED	C
ROGERS CABLESYSTEMS INC.	E
ROSE GOLD MINING COMPANY, LIMITED	C
ROYAL TRUSTCO LIMITED	C E
SCARBORO RESOURCES LIMITED	C
SEAWARD RESOURCES LTD.	E
SEEL MORTGAGE INVESTMENT CORPORATION	C E

SELKIRK COMMUNICATIONS LIMITED	C
SENLAC RESOURCES INC.	C
SHADOWFAX RESOURCES LTD.	C E
SHAPE OF THINGS TO COME, THE	C
SHELDON-LARDER MINES LIMITED	C
SHELL CANADA LIMITED	E
SHERRITT GORDON MINES LIMITED	E
SILVER PACK RESOURCES LIMITED	B
SOLO RESOURCES & ENERGY INC.	C
SONOR INVESTMENTS LIMITED	E
SOUTHAM INC.	C
STANDARD INDUSTRIES LTD.	E
STANDARD TRUSTCO LIMITED	C
STONEHILL PARTNERSHIP	C
STRATHCONA RESOURCE INDUSTRIES LTD.	E
SULPETRO LIMITED	E
SUMACH RESOURCES INC.	E
SUMMIT GOLD MINES INC.	E
SUNCOR INC.	E
SUPERIOR OIL COMPANY, THE	E
SWANSEA GOLD MINES INC.	A C
TELE-METROPOLE INC.	E
TEMPLE EXPLORATIONS INC.	A B
TEXACO CANADA INC.	E
TORSTAR CORPORATION	E
TRANS-WESTERN EXPLORATION, INC.	E
TRANSCANADA PIPELINES LIMITED	C E
TRANSCONTINENTAL RESOURCES LIMITED	A B
TRINITY RESOURCES LTD.	E
TRIZEC CORPORATION LTD.	E
TURBO RESOURCES LIMITED	E
TYNE TERRACE HOMES LIMITED	C
UNICORP FINANCIAL CORPORATION	E
UNION CARBIDE CANADA LIMITED	E
UNION GAS LIMITED	C E
UNITED CANADIAN SHARES LIMITED	C
UNITED CANSO OIL & GAS LTD.	E
UNITED FINANCIAL MANAGEMENT LTD.	C
UNITED KENO HILL MINES LIMITED	C E
UNITED REEF PETROLEUMS LIMITED	C
UNIVERSAL EXPLORATIONS LIMITED	E
VAN derHOUT ASSOCIATES LIMITED	E
VERSATILE CORPORATION	E
VESTGRON MINES LIMITED	E
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	E
WESTCOAST TRANSMISSION COMPANY LIMITED	E
WHONNOCK INDUSTRIES LIMITED	E
WIX CORPORATION LIMITED	B
WOOD-CROESUS GOLD MINES LIMITED	C
WORLDWIDE ENERGY CORPORATION	E
YELLOWKNIFE BEAR RESOURCES INC.	A B
YOUNG-DAVIDSON MINES LIMITED	C
AURORA ENERGY FUND LTD.	E
CANADIAN TIRE ACCEPTANCE LIMITED	C
CONISIL MINES LIMITED	C
EDEN ROC MINERAL CORP.	F
GUARANTEE COMPANY OF NORTH AMERICA, THE	C

NEWBURY EXPLORATIONS LTD.	B
NORTH WEST TRUST COMPANY	E
PUBLIC FUEL TRANSMISSION SYSTEMS LIMITED	A
SILVER EUREKA CORPORATION	C
SONOR PETROLEUM CORPORATION	A
VILLENEUVE RESOURCES LTD.	C

NEW ISSUE AND SECONDARY FINANCING

AGF MONEY MARKET FUND

A final receipt was issued November 2, 1981 for the prospectus dated October 30, 1981 qualifying mutual fund units at net asset value.

Distributor and Manager: A.G.F. Management Limited

DIAMOND RIDGE

A final receipt was issued November 2, 1981 for the prospectus dated October 19, 1981, qualifying for sale in Ontario an issue of 1,650 limited partnership units at $1,597.90 per unit with a minimum subscription of 10 units. Expense of sale of units is $268,950.00.

Promoter: Imperial Financial Services Ltd.

Agent: Imperial Securities Ltd.

INDUSTRIAL AMERICAN FUND

A final receipt was issued November 4, 1981 for a prospectus dated October 25, 1981 qualifying mutual fund units at net asset value plus a sales charge.

Manager and Distributor: Mackenzie Financial Corporation

INDUSTRIAL GROWTH FUND

A final receipt was issued November 4, 1981 for a prospectus dated October 25, 1981 qualifying mutual fund units at net asset value plus a sales charge.

Manager and Distributor: Mackenzie Financial Corporation

INDUSTRIAL INCOME FUND

A final receipt was issued November 4, 1981 for a prospectus dated October 25, 1981 qualifying mutual fund units at net asset value plus a sales charge.

Manager and Distributor: Mackenzie Financial Corporation

INDUSTRIAL PENSION FUND

A final receipt was issued November 4, 1981 for a prospectus dated October 25, 1981 qualifying mutual fund units at net asset value plus a sales charge.

Manager and Distributor: Mackenzie Financial Corporation

NABU MANUFACTURING CORPORATION

A final receipt was issued October 27, 1981 for the prospectus dated October 26, 1981 offering 1,500,000 common shares in units consisting of 10,000 common shares at the price of $150,000 per unit.

Promoter: John B. Kelly

Agents: Wood Gundy Limited
Burns Fry Limited

THE OPTIONS CLEARING CORPORATION

A final receipt was issued October 30, 1981 for a prospectus dated October 30, 1981 pertaining to put and call options issued by The Options Clearing Corporation.

PRELIMINARY PROSPECTUSES WITHDRAWN

BRITISH COLUMBIA TELEPHONE COMPANY

A preliminary prospectus, dated August 21, 1981, has been withdrawn at the request of the Company.

ROYCAM COPPER MINES LIMITED

The preliminary prospectus dated July 2, 1981 has been withdrawn at the request of the Company.

WATERS EDGE TOWER LIMITED PARTNERSHIP

The preliminary prospectus dated August 4, 1980 has been withdrawn at the request of the issuer.

RIGHTS OFFERINGS ACCEPTED

ACCELERATION CORPORATION

Material acceptable to the Commission has been received in respect to a proposed rights offering by Acceleration Corporation to the holders of its outstanding common shares.

CCB MORTGAGE INVESTMENT CORPORATION

Material acceptable to the Commission has been received in respect to a proposed rights offering by CCB Mortgage Investment Corporation to the holders of the outstanding common shares to subscribe for additional common shares at a subscription price of $9.25 per share on the basis of one additional share for every 6.3 shares held.

Agent: Dominion Securities Ames Limited
Houston Willoughby Limited

DOMINION TEXTILE INC.

Material acceptable to the Commission has been received in respect to Dominion Textile Inc.'s dividend reinvestment and share purchase plan.

Agent: The Royal Trust Company

THE GOODYEAR TIRE & RUBBER COMPANY

Material acceptable to the Commission has been received in respect of a proposed dividend reinvestment and share purchase plan to be offered to shareholders of the Company.

PRELIMINARY PROSPECTUSES RECEIVED

October 28, 1981

Ausnoram Holdings Limited

A preliminary prospectus was filed pursuant to section 52(2) of the Securities Act, 1978.

October 29, 1981

British Columbia Telephone Company — National Issue - B.C.

Offering * ordinary shares (without nominal or par value) at a price of $ * per share.

Underwriter: Pitfield Mackay Ross Limited

Emerald Place II — National Issue - Alberta

Offering 64 units at prices of $44,900 per A unit and $49,945 per B unit.

Agent: Imperial Securities Ltd.

Emerald Place III — National Issue - Alberta

Offering 56 units at prices of $44,900 per A unit and $49,945 per B unit.

Agent: Imperial Securities Ltd.

Petrosystems International, Inc. — National Issue - Ontario

Offering 500,000 shares of common stock at a price of U.S. $7.00 per share.

Distributed through registered dealers in Ontario.

Snowberry Downs Limited Partnership — National Issue - Manitoba

Offering 1800 limited partnership units at a price of $20,750 per 10 units.

Agent: Equion Securities Canada Limited

October 30, 1981

Granite Development Corporation

Offering 497,500 common shares (without par value) at a price of $10.00 per share.

Agent: Granite Development Corporation

National Bank of Canada — National Issue - Quebec

Offering $ * (* shares) * % first perferred shares, Series 4 (cumulative redeemable preferred shares retractable at the option of the holder) at a price of $ * per share.

Underwriters: Levesque, Beaubien Inc.
McLeod Young Weir Limited
Greenshields Incorporated
Geoffrion, Leclerc Inc.

Ronrico Explorations Ltd. — National Issue - Ontario

Offering * units, consisting of * common shares (without par value) accompanied by * Series A share purchase warrants and a maximum of * common shares to be issued upon exercise of the Series A share purchase warrants.
Price: $ * per unit

Underwriter: Bell Gouinlock Limited

Viger Terrace Limited Partnership

Offering 227 limited partnership units at a price of $5,000 per unit.

Agent: Taxplan Investments Limited

Wavano Explorations Inc.

Offering 400,000 underwritten common shares (without par value) at a price of 80¢ per share.
Secondary Offering: 160,000 common shares without par value

Underwriter: Marchment & Mackay Limited

November 4, 1981

Dubuisson Explorations Limited

Offering to the holders of record, rights to purchase treasury shares of the Company. One right is being issued for each share held. Four rights permit the holder to purchase, for $1.50, one unit of two shares (75¢ per share) plus one warrant to purchase one additional share for $1.25.

"The Neighbour" — National Issue - Quebec

Offering 1,050 units at a price of $5,000 per unit.

Agent: Bell Gouinlock Limited

AMENDMENTS RECEIVED

October 29, 1981

Gane 1981-82 Program

Amendment #2 dated October 22, 1981 to prospectus dated August 27, 1981 as amended September 8, 1981.

November 4, 1981

Principal Venture Fund Ltd.

Amendment #1 dated October 15, 1981 to prospectus dated April 24, 1981.

NOVEMBER 1981

REGISTRATIONS

COMMODITIES

FUTURES COMMISSION MERCHANT

Greenshields Incorporated,
Suite 3000,
1 First Canadian Place,
Toronto, Ontario.
M5X 1E6.
(effective October 28, 1981) New Registration

OTHER INFORMATION

TRANSFERS WITHIN ESCROW

BERKELEY MINES LIMITED

From	To		No. of Shares
Doris Gilbert Gordon	L. James Gordon		1
Bruns Nordeman Rea & Co.	Bache Halsey Stuart Shields Incorporated		255
Guaranty Trust Co. of Canada	Kenneth J. Hummell		6
Bache & Co. Incorporated	1,686	Bache Halsey Stuart Shields Incorporated	
Walston & Co. Inc.	16		1702
Clayton Dean	Mrs. Phyllis G. Dean		2
Smith Barney Harris Upham & Co. Incorporated	100	John T. Faraday Elizabeth H. Faraday, joint tenants	85
		Smith Barney Harris Upham & Co. Incorporated	15
Lynspen & Company		Egger & Co.	19

INSULITE DEVELOPMENT CORPORATION INC.

From	To	No. of Shares
Kelbrew Holdings Inc.	J.W. Gemmell, Q.C. (In Trust for the benefit of Insulite Development Corporation Inc.)	500,000
	Indagate Holdings Ltd.	125,000

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF PRIVATE PLACEMENTS
FILED FOR MONTH OF OCTOBER 1981

FORM 20

January 1, 1981 - September 30, 1981		
2916 Reports	$ 4,167,442,244.00	Equity
358 Reports	1,200,259,538.00	Debt
October, 1981		
137 Reports	569,412,523.00	Equity
16 Reports	109,512,281.00	Debt
Total to date		
3053 Reports	4,736,854,767.00	Equity
374 Reports	1,309,771,819.00	Debt
	$ 6,046,626 586.00	

FORM 21

January 1, 1981 - September 30, 1981		
162 Reports	$ 97,197,756.00	Equity
16 Reports	9,961,362.00	Debt
October, 1981		
11 Reports	1,191,629.00	Equity
Reports	nil	Debt
Total to date		
195 Reports	98,389,385.00	Equity
16 Reports	9,961,362.00	Debt
	$ 108,350,747.00	

FORMS 11 AND 19 SCHEDULES 1 AND 2

January 1, 1980 - September 30, 1980		
1092 Reports	$1,018,384,332.34	Equity
594 Reports	1,143,474,821.65	Debt
October, 1980		
208 Reports	116,814,182.41	Equity
142 Reports	206,629,167.75	Debt
Total to date		
1300 Reports	1,135,198,514.75	Equity
736 Reports	1,350,103,989.40	Debt
	$2,485,302,504.15	

FORMS 12 AND 19 SCHEDULE 3

January 1, 1980 - September 30, 1980		
154 Reports	$ 77,708,418.34	Equity
13 Reports	32,249,312.43	Debt
October, 1980		
15 Reports	5,359,766.00	Equity
4 Reports	479,861.20	Debt
Total to date		
169 Reports	83,068,184.34	Equity
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Ontario Securities Commission

OSC Bulletin

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ORDER IN COUNCIL

On the recommendation of the undersigned, the Lieutenant Governor, by and with the advice and concurrence of the Executive Council, orders that

Pursuant to the provisions of the Commodity Futures Act,

John D. Ground, Q.C., Toronto

and

Donald H. Page, Toronto

be reappointed members of the Commodity Futures Advisory Board for a period of two years, effective from the 24th day of October, 1981, to the 23rd day of October, 1983.

Approved & Ordered November 5, 1981
Date

THE SECURITIES AMENDMENT ACT, 1981

PROPOSED AMENDMENTS RECOMMENDED TO THE MINISTER

Immediately following this Notice are amendments that the Commission has recommended to the Minister, the Honourable Gordon Walker, Q.C., be made to the Securities Act. Many of the proposals were first published for comment in the Commission's Weekly Bulletin of 5 December 1980. A second draft, in which changes were made to reflect comments received, was made available in August 1981 and the Commission held public meetings over a number of days in September to consider it. What is published in this Bulletin is the end result of this process.

Notwithstanding the possibility of the Minister proposing further substantive amendments to the Securities Act over the next months, the Commission has requested that these proposals go forward as soon as possible. This is consistent with the Commission's aim that revisions to the Securities Act be made on a timely and digestible basis.

SUMMARY OF PROPOSALS

The Securities Act, 1978 was enacted 23 June 1978 and, with the exception of certain provisions governing resale of securities, was proclaimed in force 15 September 1979. On the coming into force of the excepted provisions on 15 March 1981 the concept of "distribution to the public" as being the circumstance that requires qualification by a prospectus disappeared and the system became "closed" in the sense that all the situations in which securities can be distributed or resold without a prospectus will be found within the terms of objective tests set out in the Act and regulations. The 18-month transitional period was intended to provide an opportunity to assess the operation of the new provisions, anticipate any potential deficiencies in the pending "closed system" and measure the effectiveness of the new statutory "timely disclosure" and amplified continuous disclosure system that served as the basis for the greater liberty to distribute and resell securities free of prospectus requirements.

From its experience during the transitional period the Commission determined that certain modifications had to be made to the closed system before it became fully operational 15 March 1981. Originally, the substance of these amendments was included among a package of proposed amendments to the Act which were exposed for comment 5

December 1980. Dissolution of the Legislative Assembly intervening, it proved necessary, with respect to measures it was considered critical to have in place 15 March, to proceed by way of amendment to the Regulation made under the Act. Accordingly, Cabinet approved O. Reg. 84/81 which,

-- limited the requirement that a vendor of securities under section 71(5) of the Act determine at the time of resale that the issuer is not in default of any requirement of the Act to those "persons in a special relationship to the issuer";

-- made statutory hold periods applicable to securities acquired on exercise of an option previously granted in connection with an initial trade in securities where the resale of the last mentioned securities would itself be subject to these hold periods; and

-- imposed statutory hold periods on control bloc securities and confirmed section 71(7) of the Act as the exclusive channel for control bloc sales that are not prospectus qualified or exempted.

The proposed Securities Amendment Act, 1981 would, with certain adjustments, incorporate these amendments to the regulatory scheme into the Act. Under the Securities Amendment Act, 1981, the hold period on converted securities would now run from the date the security carrying the right of conversion was acquired rather than, as under the current regulations, from the date of conversion. A second hold period of 60 days following the giving of a notice to the Commission of the exercise of the right of conversion is imposed in relation to converted securities where the person wishing to resell and those related to him own, or would own on exercise of all currently exercisable rights of conversion held by them, more than 5% of the subject class of securities. The statutory hold periods now imposed on control bloc resales by virtue of O. Reg. 84/81 would be limited to circumstances where 5% or more of the securities owned by the control person have been distributed in the previous 12 months.

Other significant amendments contained in the Securities Amendment Act, 1981 are:

-- revision of the take-over bid threshold level from 20% of the currently outstanding voting securities to 10% of the voting rights attaching to the voting securities that would be outstanding on a fully diluted basis ie., exercise of all currently exercisable rights of conversion relating to the voting securities.

-- a requirement that, while a take-over bid is outstanding, any person other than the offeror acquiring 2.5% or more of the voting securities of the offeree company must file a regulation-prescribed report within 3 days of such acquisition.

-- creation of a new offence and new rights of action where a person intending to make a take-over bid, or persons in a special relationship to him, "tip" others as to that intention before it has been generally disclosed.

-- acceleration of the period within which initial insider reports are to be filed and, where the change is 1% or greater, within which reports of changes in holdings must be filed to within 10 days of the triggering event, as opposed to the present 10 days from the end of the month during which it happened.

-- extension of the definition of "special relationship persons", which class of persons are liable if they trade with knowledge of material information about an issuer not generally disclosed to tippees who gain the information through direct contact with persons they know to be insiders of the issuer.

-- provision for Commission recognition of, and oversight over, self-regulatory bodies such as the Ontario District of the Investment Dealers Association of Canada.

-- extension of the exemption from registration and prospectus filing for trades where financial institutions purchase as principals to those trades where the wholly-owned subsidiaries of financial institutions so purchase.

-- creation of statutory liability for misrepresentation in an offering memorandum.

-- a requirement making mandatory the provision of an offering memorandum to the purchaser of securities under the $97,000 private placement exemption where the seller is the issuer, a control person or an underwriter.

-- deletion of the adjective "unusual" in referring to proscribed efforts to prepare the market for the resale of securities obtained under certain exemptions.

-- a new provision having the effect that qualification of

convertible securities by a prospectus will also "qualify" the securities to be issued pursuant to the right of conversion provided they are listed on a recognized stock exchange and subject to a sixty day hold period where the vendor and related parties own, or would own on the exercise of all currently exercisable rights of conversion held by them, more than 5% of the subject class of securities.

-- provision for an application to the Commission to be deemed to have ceased to be a reporting issuer where an issuer is a reporting issuer by virtue of having filed a prospectus but by the end of the prospectus year has not distributed any of the securities.

The other amendments proposed in the Securities Amendment Act, 1981 are largely of a fine-tuning or housekeeping nature including the carry-forward of exemptions from the regulations with such modifications as are noted.

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES

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INTERPRETATION

1.—(1) In this Act,

2. "associate", where used to indicate a relationship with any person or company means,

i. any company of which such person or company beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the company for the time being outstanding,

i. any issuer of which such person or company beneficially owns, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all voting securities of the issuer for the time being outstanding,

The amendment extends the definition of "associate" to include non-incorporated issuers.

ii. any partner of that person or company,

iii. any trust or estate in which such person or company has a substantial beneficial interest or as to which such person or company serves as trustee or in a similar capacity,

iv. any relative of such person, including his spouse, or of his spouse who has the same home as such person;

iv. any relative of such person, including his spouse, where the relative has the same home as such person,

v. any relative of the spouse of such person where the relative has the same home as such person;

The amendment clarifies the application of the "associate" relationship to relatives of a person.

2a "board of directors" where used in relation to an issuer that is not a company includes persons acting in a capacity similar to that of a board of directors of a company.

The amendment complements the definition of "director" as set out in paragraph 10 of subsection 1(1) and extends the application of the meaning of "board of directors" to issuers that are not incorporated.

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PRESENT SECTION

11. "distribution", where used in relation to trading in securities, means,

i. a trade in securities of an issuer that have not been previously issued,

ii. a trade by or on behalf of an issuer in previously issued securities of that issuer that have been redeemed or purchased by or donated to that issuer,

iii. a trade in previously issued securities of an issuer from the holdings of any person, company or combination of persons or companies holding a sufficient number of any securities of that issuer to affect materially the control of that issuer, but any holding of any person, company or combination of persons or companies holding more than 20 per cent of the outstanding voting securities of an issuer shall, in the absence of evidence to the contrary, be deemed to affect materially the control of that issuer,

iv. a trade by or on behalf of an underwriter in securities which were acquired by that underwriter, acting as underwriter, prior to the 15th day of September, 1979 if those securities continued on that date to be owned by or for that underwriter, so acting,

v. a trade by or on behalf of an underwriter in securities which were acquired by that underwriter, acting as underwriter, within eighteen months after the 15th day of September, 1979, if the trade took place during that eighteen months,

and on and after the 15th day of March, 1981, includes a distribution as referred to in subsections 71 (4), (5), (6) and (7), and also includes any transaction or series of transactions involving a purchase and sale or a repurchase and resale in the course of or incidental to a distribution and "distribute", "distributed" and "distributing" have a corresponding meaning;

AMENDED SECTION

11. "distribution", where used in relation to trading in securities, means,

i. a trade in securities of an issuer that have not been previously issued,

ii. a trade by or on behalf of an issuer in previously issued securities of that issuer that have been redeemed or purchased by or donated to that issuer,

iii. a trade in previously issued securities of an issuer from the holding of any person, company or combination of persons or companies holding a sufficient number of any securities of that issuer to affect materially the control of that issuer, but any holding of any person, company or combination of persons or companies holding more than 20 per cent of the outstanding voting securities of an issuer shall, in the absence of evidence to the contrary, be deemed to affect materially the control of that issuer,

iv. a trade by or on behalf of an underwriter in securities which were acquired by that underwriter, acting as underwriter, prior to the coming into force of this Act if those securities continue on the day this Act comes into force to be owned by or for that underwriter, so acting,

and includes a distribution as referred to in subsections 71(4), (4a), (5), (6) and (7) and also includes any transaction or series of transactions involving a purchase and sale or a repurchase and resale in the course of or incidental to a distribution and "distribute", "distributed" and "distributing" have a corresponding meaning;

EXPLANATORY NOTES

The amendments delete a spent transitional provision and introduce references to the distribution under new subsections 71(4a).

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
14. "distribution to the public", where used in relation to trading in securities, means a distribution that is made for the purpose of distributing to the public securities issued by an issuer, whether such trades are made directly or indirectly to the public through an underwriter or otherwise;	14. ~~"distribution to the public", where used in relation~~ to trading in securities, means a distribution that is made for the purpose of distributing to the public securities issued by an issuer, whether such trades are made directly or indirectly to the public ~~through an underwriter or otherwise;~~	The amendment deletes a spent transitional provision.
	15a. "government incentive security" means a security of a class designated by the Commission for the purposes of paragraph 31 of subsection 34(1) or clause 71(1)(z) and designed to enable the holder thereof to receive a grant or other monetary benefit, such as a right to a credit against taxes or a deduction in the determination of income for tax purposes, pursuant to provisions of a statute or a regulation of Canada or Ontario or another province or territory of Canada.	The amendment is complementary to amendments to sections 34 and 71 of the Act.
16. "individual" means a natural person, but does not include a partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, or a natural person in his capacity as trustee, executor, administrator or other legal personal representative;	16. "individual" means a natural person, but does not include a partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, or a natural person in his capacity as trustee, executor, administrator or other legal representative;	The amendment provides consistency with paragraph 28 of subsection 1(1).

PRESENT SECTION

AMENDED SECTION

EXPLANATORY NOTES

26a."offering memorandum" means a document purporting to set forth information concerning the business and affairs of an issuer that has been prepared primarily for delivery to and review by prospective purchasers so as to assist those purchasers to make an investment decision in respect of securities being sold in a distribution to which section 52 or 61 would apply but for the availability of one or more of the exemptions contained in clause 71(1)(c), (d), (p) or (z) but does not include,

(i)a document setting out current information about an issuer for the benefit of prospective purchasers familiar with the issuer through prior investment or business contacts except where an exemption under clause 71(1)(d) or (z) is being relied upon, or

(ii)an annual report, interim report, information circular, take-over bid circular, issuer bid circular, prospectus or other such document the content of which is prescribed by statute or regulation.

The amendment is complementary to amendments to section 71 of the Act.

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November/81

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
31. "private company" means a company in whose constating document,	31. "private company" means a company in whose constating document,	The amendment excludes from the calculation of the 50 shareholders to which a private company is limited employees of affiliated companies.
i. the right to transfer its shares is restricted,	i. the right to transfer its shares is restricted,	
ii. the number of its shareholders, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the company, were, while in that employment, and have continued after termination of that employment to be, shareholders of the company, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder, and	ii. the number of its shareholders, exclusive of persons who are in its employment or the employment of an affiliate and exclusive of persons who, having been formerly in the employment of the company or the employment of an affiliate, were, while in that employment, and have continued after termination of that employment to be, shareholders of the company, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder, and	
iii. any invitation to the public to subscribe for its securities is prohibited;	iii. any invitation to the public to subscribe for its securities is prohibited;	

13/November/81

PRESENT SECTION

32. "private mutual fund" means a mutual fund that is,

i. operated as an investment club, where,

(*a*) its shares or units are held by not more than fifty persons and its indebtedness has never been offered to the public;

(*b*) it does not pay or give any remuneration for investment advice or in respect of trades in securities, except normal brokerage fees; and

(*c*) all of its members are required to make contributions in proportion to the shares or units each holds for the purpose of financing its operations, or

ii. administered by a trust company registered under the *Loan and Trust Corporations Act* and consists of,

(*a*) a pooled fund maintained solely to serve registered retirement savings plans, registered home ownership savings plans, or other savings plans registered under the *Income Tax Act* (Canada);

(*b*) a common trust fund as defined by subsection 111 (1) of the *Loan and Trust Corporations Act*; or

(*c*) a pooled fund maintained by a trust company in which moneys belonging to various estates and trusts in its care are commingled, with the authority of the settlor, testator or trustee thereof, for the purpose of facilitating investment where no general solicitations are made with a view to the sale of participations in the pooled fund;

AMENDED SECTION

"private mutual fund" means a mutual fund that is,

i. operated as an investment club, where,

(a) its shares or units are held by not more than fifty persons and its indebtedness has never been offered to the public;

(b) it does not pay or give any remuneration for investment advice or in respect of trades in securities, except normal brokerage fees; and

(c) all of its members are required to make contributions in proportion to the shares or units each holds for the purpose of financing its operations, or

ii. administered by a trust company registered under the Loan and Trust Corporations Act and has no promoter other than one or more of such trust companies or one or more affiliates of such a trust company and has no manager other than one or more of such trust companies, one or more of such affiliates or a person or company who is a portfolio manager or but for the applicability of an exemption under this Act or the regulations would be obliged to be registered as a portfolio manager and consists of,

(a) a pooled fund maintained solely to serve retirement savings plans, home ownership savings plans, retirement income funds, deferred profit sharing plans, pension plans, or other such plans registered under the Income Tax Act (Canada);

(b) a common trust fund as defined by subsection 111(1) of the Loan and Trust Corporations Act; or

(c) a pooled fund maintained by a trust company in which moneys belonging to various estates and trusts in its care are commingled, with the authority of the settlor, testator or trustee thereof, for the purpose of facilitating investment where no general solicitations are made with a view to the sale of participations in the pooled fund;

EXPLANATORY NOTES

"Private mutual funds" are exempt from the registration and prospectus filing requirements of the Act. The amendment would incorporate into the Act itself the substance of clause 14(d) and subsection 19(2) of Regulation 910 of the Revised Regulations of Ontario, 1980 that expand on the types of plans registered under the Income Tax Act (Canada) that can be served by a private mutual fund while at the same time imposing restrictions as to the promotion and management of such funds. In the course of the transfer into the Act these restrictions as to promotion and management have been eased to the extent that an affiliate of a trust company can promote and manage such a fund and a registrant can manage it.

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES

38. "reporting issuer" means an issuer,

i. that has issued voting securities on or after the 1st day of May, 1967 in respect of which a prospectus was filed and a receipt therefor obtained under a predecessor of this Act or in respect of which a securities exchange take-over bid circular was filed under a predecessor of this Act,

ii. that has filed a prospectus and obtained a receipt therefor under this Act or that has filed a securities exchange take-over bid circular under this Act,

iii. any of whose securities have been at any time since the 15th day of September, 1979 listed and posted for trading on any stock exchange in Ontario recognized by the Commission, regardless of when such listing and posting for trading commenced,

iv. to which the *Business Corporations Act* applies and which, for the purposes of that Act, is offering its securities to the public, or

v. that is the company whose existence continues following the exchange of securities of a company by or for the account of such company with another company or the holders of the securities of that other company in connection with,

(*a*) a statutory amalgamation or arrangement; or

(*b*) a statutory procedure under which one company takes title to the assets of the other company that in turn loses its existence by operation of law, or under which the existing companies merge into a new company,

where one of the amalgamating or merged companies or the continuing company has been a reporting issuer for at least twelve months;

(iv) to which the Business Corporations Act applies or applied at any time after the 8th day of December 1980 and which, for the purposes of that Act, is or was, as the case may be, offering its securities to the public so long as any of those securities in respect of which a prospectus, statement of material facts or securities exchange take-over bid circular has been filed under this Act, or any predecessor of this Act or in respect of which a prospectus had been filed under The Corporations Information Act, being Chapter 72 of the Revised Statutes of Ontario, 1960, or any predecessor thereof, are outstanding or any securities into which such securities are converted are outstanding;

The amendment confirms that a company which is a reporting issuer by virtue only of being an offering corporation under the Business Corporations Act remains a reporting issuer when continued in another jurisdiction. The date set out in the amendment is the date that the proposed amendment was published in the Weekly Bulletin of the Commission.

PRESENT SECTION

(2) A company shall be deemed to be an affiliate of another company if one of them is the subsidiary of the other or if both are subsidiaries of the same company or if each of them is controlled by the same person or company.

(3) A company shall be deemed to be controlled by another person or company or by two or more companies if,

(*a*) voting securities of the first-mentioned company carrying more than 50 per cent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person or company or by or for the benefit of the other companies; and

(*b*) the votes carried by such securities are entitled, if exercised, to elect a majority of the board of directors of the first-mentioned company.

(4) A company shall be deemed to be a subsidiary of another company if,

(*a*) it is controlled by,

(i) that other, or

(ii) that other and one or more companies each of which is controlled by that other, or

(iii) two or more companies each of which is controlled by that other; or

(*b*) it is a subsidiary of a company that is that other's subsidiary.

(5) A person shall be deemed to own beneficially securities beneficially owned by a company controlled by him or by an affiliate of such company.

AMENDED SECTION

(2) An issuer shall be deemed to be an affiliate of another issuer if one of them is the subsidiary of the other or if both are subsidiaries of the same issuer or if each of them is controlled by the same person or company.

(3) An issuer shall be deemed to be controlled by a person or company or by two or more persons or companies if,

(a) voting securities of the issuer carrying more than 50 per cent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the person or company or by or for the benefit of the persons or companies; and

(b) the votes carried by such securities are entitled, if exercised, to elect a majority of the board of directors of the issuer.

(4) An issuer shall be deemed to be a subsidiary of another issuer if,

(a) it is controlled by,

(i) that other, or

(ii) that other and one or more issuers each of which is controlled by that other, or

(iii) two or more issuers each of which is controlled by that other; or

(b) it is a subsidiary of an issuer that is that other's subsidiary.

(5) A person shall be deemed to own beneficially securities beneficially owned by an issuer controlled by him or by an affiliate of such issuer.

EXPLANATORY NOTES

The amendments to subsections 2 to 5 of section 1 make the terms defined therein applicable to all entities whether incorporated or not.

PRESENT SECTION

5.—(1) The Commission may appoint one or more experts to assist the Commission in such manner as it may consider expedient.

(2) The Commission may submit any agreement, prospectus, financial statement, report or other document to one or more experts appointed under subsection (1) for examination, and the Commission has the like power to summon and enforce the attendance of witnesses before the expert and to compel them to produce documents, records and things as is vested in the Commission, and subsections 11 (3) and (4) apply with necessary modifications.

(3) An expert appointed under subsection (1) shall be paid such amounts for services and expenses as the Lieutenant Governor in Council may determine. 1978, c. 47, s. 5.

AMENDED SECTION

(2) The Commission may submit any agreement, prospectus, financial statement, report or other document to one or more experts appointed under subsection (1) for examination, and the Commission has the like power to summon and enforce the attendance of witnesses before the expert and to compel them to produce documents, records and things as is vested in a person appointed to make an investigation under section 11 and subsections 11(3) and (4) apply with necessary modifications.

EXPLANATORY NOTES

The amendment clarifies the powers of the Commission in situations where experts have been appointed.

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PRESENT SECTION

11.—(1) Where upon a statement made under oath it appears probable to the Commission that any person or company has,

(*a*) contravened any of the provisions of this Act or the regulations; or

(*b*) committed an offence under the *Criminal Code* (Canada) in connection with a trade in securities,

the Commission may, by order, appoint any person to make such investigation as it considers expedient for the due administration of this Act, and in the order shall determine and prescribe the scope of the investigation.

(2) The Commission may, by order, appoint any person to make such investigation as it considers expedient for the due administration of this Act or into any matter relating to trading in securities, and in such order shall determine and prescribe the scope of the investigation.

(3) For the purposes of any investigation ordered under this section, the person appointed to make the investigation may investigate, inquire into and examine,

(*a*) the affairs of the person or company in respect of whom the investigation is being made and any books, papers, documents, correspondence, communications, negotiations, transactions, investigations, loans, borrowings and payments to, by, on behalf of or in relation to or connected with the person or company and any property, assets or things owned, acquired or alienated in whole or in part by the person or company or by any person or company acting on behalf of or as agent for the person or company; and

(*b*) the assets at any time held, the liabilities, debts, undertakings and obligations at any time existing, the financial or other conditions at any time prevailing in or in relation to or in connection with the person or company and the relationship that may at any time exist or have existed between the person or company and any other person or company by reason of investments, commissions

AMENDED SECTION

(1) Where upon a statement made under oath it appears probable to the Commission that any person or company has,

(a) contravened any of the provisions of this Act or the regulations; or

(b) committed an offence under the Criminal Code (Canada) in connection with a transaction relating to securities,

the Commission may, by order, appoint any person to make such investigation as it deems expedient for the due administration of this Act, and in the order shall determine and prescribe the scope of the investigation.

(3) For the purposes of any investigation ordered under this section, the person appointed to make the investigation may investigate, inquire into and examine,

(a) the affairs of the person or company in respect of whom the investigation is being made and any books, papers, documents, correspondence, communications, negotiations, transactions, investigations, loans, borrowings and payments to, by, on behalf of or in relation to or connected with the person or company and any property, assets or things owned, acquired or alienated in whole or in part by the person or company or by any person or company acting on behalf of or as agent for the person or company; and

(b) the assets at any time held, the liabilities, debts, undertakings and obligations at any time existing, the financial or other conditions at any time prevailing in or in relation to or in connection with the person or company and the relationship that may at any time exist or have existed between the person or company and any other person or company by reason of investments, commissions promised, secured or paid, interests held or acquired, the loaning or borrowing of money, securities or other property, the transfer, negotiation or holding of securities, interlocking directorates, common control,

EXPLANATORY NOTES

The amendment provides consistency with the wording of clause 12(b) of the Act.

The amendment is housekeeping in nature.

promised, secured or paid, interests held or acquired, the loaning or borrowing of money, stock or other property, the transfer, negotiation or holding of stock, interlocking directorates, common control, undue influence or control or any other relationship.

(8) Where an investigation is ordered under this section, he Commission may appoint an accountant or other expert o examine documents, records, properties and matters of he person or company whose affairs are being investigated.

(9) Every person appointed under subsection (1), (2) or (8) shall provide the Commission with a full and complete report of the nvestigation including any transcript of evidence and material in is possession relating to the investigation. 1978, c. 47, s. 11.

(10)The Commission may, where an investigation has been made under this section and a hearing in connection with such investigation has been held or waived, charge the person or company whose affairs were investigated such fees as may be prescribed by the regulations for the costs of the investigation.

The amendment will enable fees to be charged for the conduct of investigations. The Commission currently has the authority to charge fees for conduct of audits.

PRESENT SECTION

13. Notwithstanding section 11, the Minister may, by order, appoint any person to make such investigation as the Minister considers expedient for the due administration of this Act or into any matter relating to trading in securities, in which case the person so appointed, for the purposes of the investigation, has the same authority, powers, rights, and privileges as a person appointed under section 11. 1978, c. 47, s. 13.

AMENDED SECTION

13(1) Notwithstanding section 11, the Minister may by order, appoint any person to make such investigation as the Minister considers expedient for the due administration of this Part or into any matter relating to trading in securities, in which case the person so appointed, for the purposes of the investigation, has the same authority, powers, rights, and privileges as a person appointed under section 11.

(2) A person giving evidence at an investigation under subsection (1) may be represented by counsel.

EXPLANATORY NOTES

The amendment clarifies the right given to a person giving evidence at an investigation under section 13.

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PRESENT SECTION

16.—(1) The Commission may,

(*a*) where it is about to order an investigation in respect of a person or company under section 11 or during or after an investigation in respect of a person or company under section 11 or 13;

(*b*) where it is about to make or has made an order under section 123 that trading in securities of an issuer shall cease;

(*c*) where it is about to make or has made a decision suspending or cancelling the registration of any person or company or affecting the right of any person or company to trade in securities; or

(*d*) where criminal proceedings or proceedings in respect of a contravention of this Act or the regulations are about to be or have been instituted against any person or company, that in the opinion of the Commission are connected with or arise out of any security or any trade therein, or out of any business conducted by the person or company,

in writing or by telegram direct any person or company having on deposit or under control or for safekeeping any funds or securities of the person or company referred to in clause (*a*), (*b*), (*c*) or (*d*) to hold such funds or securities or direct the person or company referred to in clause (*a*), (*b*), (*c*) or (*d*) to refrain from withdrawing any such funds or securities from any other person or company having any of them on deposit, under control or for safekeeping or to hold all funds or securities of clients or others in his possession or control in trust for any interim receiver, custodian, trustee, receiver or liquidator appointed under the *Bankruptcy Act* (Canada), the *Judicature Act*, the *Corporations Act*, the *Business Corporations Act*, the *Winding-up Act* (Canada) or section 17 of this Act, or until the Commission in writing revokes the direction or consents to release any particular fund or security from the direction, provided that no such direction applies to funds or securities in a stock exchange clearing house or to securities in process of transfer by a transfer agent unless the direction expressly so states, and in the case of a bank, loan or trust company, the direction applies only to the offices, branches or agencies thereof named in the direction.

AMENDED SECTION

(1) The Commission may,

(a) where it is about to order an investigation in respect of a person or company under section 11 or during or after an investigation in respect of a person or company under section 11 or 13;

(b) where it is about to make or has made an order under section 123 that trading in respect of any securities by any person or company shall cease;

(c) where it is about to make or has made a decision suspending or cancelling the registration of any person or company affecting the right of any person or company to trade in securities; or

(d) where criminal proceedings or proceedings in respect of a contravention of this Act or the regulations are about to be or have been instituted against any person or company, that in the opinion of the Commission are connected with or arise out of any security or any trade therein, or out of any business conducted by the person or company,

in writing or by telegram direct any person or company having on deposit or under control or for safekeeping any funds, securities or other property of the person or company referred to in clause (a), (b), (c), or (d) to hold such funds, securities or other property or direct the person or company referred to in clause (a), (b), (c), or (d) to refrain from withdrawing any such funds, securities or other property from any other person or company having any of them on deposit, under control or for safekeeping or to hold all funds, securities or other property of clients or others in his possession or control in trust for any interim receiver, custodian, trustee, receiver or liquidator appointed under the Bankruptcy Act, (Canada), the Judicature Act, the Corporations Act, the Business Corporations Act, the Winding-up Act (Canada) or section 17 of this Act, or until the Commission in writing revokes the direction or consents to release any particular fund, security or other property from the direction, provided that no such direction applies to funds or securities in a stock exchange clearing house or to securities in process of transfer by a transfer agent unless the direction expressly so states, and in the case of a bank, loan or trust company, the direction applies only to the offices, branches or agencies thereof named in the direction.

EXPLANATORY NOTES

The amendment clarifies the reference to "the person or company referred to in clause (b)" which appears later in the subsection and adds "other property" to what may subject to a "freeze order".

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PRESENT SECTION

(2) Any person or company named in a direction issued under subsection (1) may, if in doubt as to the application of the direction to particular funds or securities, apply to the Commission for an order of clarification.

(3) Upon the application of a person or company directly affected by a direction issued under subsection (1), the Commission may make an order on such terms and conditions it may impose revoking the direction or consenting to the release of any fund or security.

(4) In any of the circumstances mentioned in clause (1) (*a*), (*b*), (*c*) or (*d*), the Commission may in writing or by telegram notify any land registrar or mining recorder that proceedings are being or are about to be taken that may affect land or mining claims belonging to the person or company referred to in the notice, which notice shall be registered or recorded against the lands or claims mentioned therein and has the same effect as the registration or recording of a certificate of *lis pendens* or a caution, and the Commission may in writing revoke or modify the notice. 1978, c. 47, s. 16.

AMENDED SECTION

(2) Any person or company named in a direction issued under subsection (1) may, if in doubt as to the application of the direction to particular funds, securities or other property apply to the Commission for an order of clarification.

(3) Upon the application of a person or company directly affected by a direction issued under subsection (1), the Commission may make an order on such terms and conditions it may impose revoking the direction or consenting to the release of any fund, security or other property.

(4) In any of the circumstances mentioned in clause (1)(a), (b), (c) or (d), the Commission may in writing or by telegram notify any land registrar or mining recorder that proceedings are being or are about to be taken that may affect land or mining claims belonging to the person or company referred to in the notice, which notice shall be registered or recorded against the lands or claims mentioned therein and has the same effect as the registration or recording of a certificate of lis pendens or a caution, and the Commission may in writing revoke or modify the notice.

EXPLANATORY NOTES

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PRESENT SECTION

AMENDED SECTION

EXPLANATORY NOTES

PART VIII

SELF-REGULATION—GENERALLY

18a

(1) Upon the application of an association or organization representing registrants, the Commission may, in writing, recognize the applicant as a self-regulatory body where it is satisfied that to do so would be in the public interest and that the applicant has satisfied or can satisfy all conditions with respect to self-regulatory bodies prescribed under the regulations and the recognition shall be subject to such terms and conditions as the Commission may impose.

(2) An applicant under subsection (1) need not be incorporated.

(3) A self-regulatory body recognized under subsection (1) shall, subject to this Act and the regulations and any decision made by the Commission, regulate the standards and business conduct of its members.

(4) The Commission may, where it appears to it to be in the public interest, make any decision,

(a) with respect to any by-law, rule or regulation of a self-regulatory body recognized under subsection (1);

(b) with respect to any direction, decision, order or ruling made under any by-law, rule or regulation of a self-regulatory body recognized under subsection (1); or

(c) with respect to any practice of a self-regulatory body recognized under subsection (1).

(5) Any person or company directly affected by any direction, decision, order or ruling made under any by-law, rule or regulation of a self-regulatory body recognized under subsection (1) may apply to the Commission for a hearing and review thereof and section 8 applies to the hearing and review in the same manner as to the hearing and review of a decision of the Director.

The amendments provide for Commission recognition of, and oversight over, self-regulatory bodies such as the Ontario District of the Investment Dealers Association of Canada. Under the present Act Commission oversight is limited to the rules and regulations in respect of practice and procedure on audits of members.

PRESENT SECTION

19. Every stock exchange in Ontario recognized by the Commission, the Ontario District of the Investment Dealers' Association of Canada and the Broker-Dealers' Association of Ontario, shall,

(*a*) select a panel of auditors, each of whom shall have practised as such in Canada for not fewer than five years and shall be known as a panel auditor or members' auditor; and

(*b*) employ an exchange auditor, district association auditor or association auditor, as the case may be, whose appointment is subject to the approval of the Commission, and the appointee shall be an auditor who has practised as such in Canada for not fewer than ten years. 1978, c. 47, s. 19.

20.—(1) Every stock exchange in Ontario recognized by the Commission, the Ontario District of the Investment Dealers' Association of Canada and the Broker-Dealers' Association of Ontario shall cause each member of such class or classes of their members as the Commission may designate in writing to appoint an auditor from the panel of auditors selected under clause 19 (*a*) and such auditor shall make the examination of the financial affairs of such member as called for by the by-laws, rules or regulations applicable to members of such class or classes and shall report thereon to the exchange auditor, district association auditor or association auditor, as the case may be.

(2) The by-laws, rules and regulations of every stock exchange in Ontario recognized by the Commission, the rules and regulations of the Ontario District of the Investment Dealers' Association of Canada and the regulations of the Broker-Dealers' Association of Ontario in respect of the practice and procedure of the examinations under subsection (1) are subject to the approval of the Commission and the actual conduct of the examinations shall be satisfactory to the Commission. 1978, c. 47, s. 20.

AMENDED SECTION

19. Every stock exchange in Ontario recognized by the Commission under section 22 and, where the Commission determines that it is appropriate, every self-regulatory body recognized by the Commission under section 18a shall,

(a) select a panel of auditors, each of whom shall have practised as such in Canada for not fewer than five years and shall be known as a panel auditor or members' auditor; and

(b) employ an exchange auditor, district association or association auditor, as the case may be, whose appointment is subject to the approval of the Commission, and the appointee shall be an auditor who has practised as such in Canada for not fewer than ten years.

(1) Every stock exchange in Ontario recognized by the Commission under section 22 and, where the Commission determines that it is appropriate, every self-regulatory body recognized by the Commission under section 18a, shall cause each member of such class or classes of their members as the Commission may designate in writing to appoint an auditor from the panel of auditors selected under clause 19(a) and such auditor shall make the examination of the financial affairs of such member as called for by the by-laws, rules or regulations applicable to members of such class or classes and shall report thereon to the exchange auditor, association, district association or association auditor, as the case may be.

(2) The by-laws, rules and regulations of every stock exchange in Ontario recognized by the Commission under section 22 and the by-laws, rules and regulations of every self-regulatory body recognized by the Commission under section 18a in respect of the practice and procedure of the examinations under subsection (1) are subject to the approval of the Commission and the actual conduct of the examinations shall be satisfactory to the Commission.

EXPLANATORY NOTES

21. Every registrant whose financial affairs are not subject to examination under section 20 shall keep such books and records as are necessary for the proper recording of his business transactions and financial affairs and shall deliver to the Commission annually and at such other time or times as the Commission may require a financial statement satisfactory to the Commission as to his financial position, certified by the registrant or an officer or partner of the registrant and reported upon by the auditor of the registrant, and shall deliver to the Commission such other information as the Commission may require in such form as it may prescribe. 1978, c. 47, s. 21.

21 Every registrant whose financial affairs are not subject to examination under section 20 shall keep such books and records as are necessary for the proper recording of his business transactions and financial affairs and shall deliver to the Commission annually and at such other time or times as the Commission may require a financial statement satisfactory to the Commission as to his financial position, certified by such registrant or an officer or partner of such registrant and reported upon by the auditor of such registrant, and shall deliver to the Commission such other information as the Commission may require in such form as it may prescribe.

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PRESENT SECTION

PART XI

EXEMPTIONS FROM REGISTRATION REQUIREMENTS

33. Registration as an adviser is not required to be obtained by,

(*a*) a bank to which the *Bank Act* (Canada) applies, or the Federal Business Development Bank incorporated under the *Federal Business Development Bank Act* (Canada), or a trust company registered under the *Loan and Trust Corporations Act*, or an insurance company licensed under the *Insurance Act*;

(*b*) a lawyer, accountant, engineer or teacher;

(*c*) a registered dealer, or any partner, officer or employee thereof; and

(*d*) a publisher of or any writer for any *bona fide* newspaper, news magazine or business or financial publication of general and regular paid circulation distributed only to subscribers thereto for value or to purchasers thereof, who gives advice as an adviser only through such publication and has no interest either directly or indirectly in any of the securities upon which the advice is given and receives no commission or other consideration for giving the advice,

where the performance of the service as an adviser is solely incidental to their principal business or occupation; or

(*e*) such other persons or companies as are designated by the regulations. 1978, c. 47, s. 33.

AMENDED SECTION

33. Registration as an adviser is not required to be obtained by,

(a) a bank to which the Bank Act (Canada) applies, or the Federal Business Development Bank incorporated under the Federal Business Development Bank Act (Canada), or a trust company registered under the Loan and Trust Corporations Act, or an insurance company licensed under the Insurance Act;

(b) a lawyer, accountant, engineer or teacher;

(c) a registered dealer, or any partner, officer or employee thereof; and

(d) a publisher of or any writer for any bona fide newspaper, news magazine or business or financial publication of general and regular paid circulation distributed only to subscribers thereto for value or to purchasers thereof, who gives advice as an adviser only through such publication and has no interest either directly or indirectly in any of the securities upon which the advice is given and receives no commission or other consideration for giving the advice,

where the performance of the service as an adviser is solely incidental to the person's or company's principal business or occupation as described in clauses (a) to (d); or

(e) such other persons or companies as are designated by the regulations.

EXPLANATORY NOTES

The amendment clarifies the "principal business or occupation" to which reference is being made.

PRESENT SECTION

34.—(1) Subject to the regulations, registration is not required in respect of the following trades:

1. A trade by an executor, administrator, guardian or committee or by an authorized trustee or assignee, an interim or official receiver or a custodian under the *Bankruptcy Act* (Canada) or by a receiver under the *Judicature Act* or by a liquidator under the *Corporations Act*, the *Business Corporations Act*, or the *Winding-up Act* (Canada), or at a judicial sale.

2. An isolated trade by or on behalf of an issuer in a specific security of its own issue, for the issuer's account, or by or on behalf of an owner in a specific security, for the owner's account, where the trade is not made in the course of continued and successive transactions of a like nature, and is not made by a person or company whose usual business is trading in securities.

3. A trade where the party purchasing as principal, but not as underwriter, is,

   i. a bank to which the *Bank Act* (Canada) applies, or the Federal Business Development Bank incorporated under the *Federal Business Development Bank Act* (Canada),

   ii. a loan corporation or trust company registered under the *Loan and Trust Corporations Act*,

   iii. an insurance company licensed under the *Insurance Act*,

   iv. Her Majesty in right of Canada or any province or territory of Canada, or

   v. any municipal corporation or public board or commission in Canada.

AMENDED SECTION

(1) Subject to the regulations, registration is not required in respect of the following trades:

1. A trade by an executor, administrator, guardian or committee or by an authorized trustee or assignee, an interim or official receiver or a custodian under the Bankruptcy Act (Canada) or by a receiver under the Judicature Act, or by a liquidator under the Corporations Act, the Business Corporations Act, the Canada Business Corporations Act (Canada) or the Winding-up Act (Canada) or by a sheriff under the Execution Act or at a judicial sale.

3. A trade where the party purchasing as principal, but not as underwriter, is,

   i. a bank to which the Bank Act (Canada) applies or the Federal Business Development Bank incorporated under the Federal Business Development Bank Act (Canada),

   ii. a loan corporation or trust company registered under the Loan and Trust Corporations Act,

   iii. an insurance company licensed under the Insurance Act,

   iv. a subsidiary of any of the parties referred to in sub-paragraphs i, ii or iii where the bank, loan corporation, trust company or insurance company, as the case may be, owns beneficially all of the voting securities of such subsidiary,

   v. Her Majesty in right of Canada or any province or territory of Canada, or

   vi. any municipal corporation or public board or commission in Canada.

EXPLANATORY NOTES

The amendment clarifies that the exemption from the requirement for registration applies to a sheriff acting under the Execution Act.

The amendment extends the exemption from registration to a trade where the wholly-owned subsidiary of a financial institution is purchasing as principal but not as underwriter.

PRESENT SECTION

5. A trade where the purchaser purchases as principal, if the trade is in a security which has an aggregate acquisition cost to such purchaser of not less than $97,000.

AMENDED SECTION

5. A trade where the purchaser purchases as principal if the trade is in a security which has an aggregate acquisition cost to such purchaser of not less than $97,000 and, where the seller is,

(a) the issuer or an affiliate of the issuer;

(b) a person, company or combination of persons or companies having the relationship to the issuer described in subparagraph iii of paragraph 11 of subsection (1); or

(c) an underwriter who, acting as underwriter, acquired the securities from a person or company described in clauses a or b,

an offering memorandum is sent by prepaid mail or delivered by the seller or a person or company acting on behalf of the seller to the purchaser before an agreement of purchase and sale is entered into with such purchaser.

EXPLANATORY NOTES

The amendment makes the availability of the exemption conditional on delivery of an offering memorandum where the selling party is the issuer, its affiliate or a control person.

10. A trade in a security by a person or company acting solely through an agent who is a registered dealer.

10. A trade in a security by a person or company acting solely through an agent who is a registered dealer or by a person or company with a registered dealer who is acting as a principal.

The amendment incorporates into the Act itself the substance of clause 140(d) of Regulation 910 of Revised Regulations of Ontario, 1980 which unequivocally exempts a member of the public from registration where he trades with a registered dealer who is acting as principal.

11. The execution of an unsolicited order to purchase or sell through a registered dealer by a bank to which the *Bank Act* (Canada) applies or a trust company registered under the *Loan and Trust Corporations Act* as agent for a person or company and the trade by such person or company in placing the unsolicited order with the bank or trust company.

11a. A trade in a bond or debenture by way of an unsolicitated order given to a bank to which the Bank Act (Canada) applies or to a trust company registered under the Loan and Trust Corporations Act provided that the bank or trust company is acting as principal and the bond or debenture is acquired by the bank or trust company for purposes of the trade from, or sold by the bank or trust company following the trade to, a registered dealer.

The amendment incorporates into the Act the substance of clause 140(e) of Regulation 910 of Revised Regulations of Ontario, 1980 which extends a registration exemption to unsolicited trades in bonds or debentures by a bank or trust company where the bank or trust company is acting as principal and for purposes of the trade, the security has been acquired from, or sold to, a registered dealer.

12. A trade by an issuer,

i. in a security of its own issue that is distributed by it to holders of its securities as a stock dividend or other distribution out of earnings or surplus,

ii. in a security whether of its own issue or not that is distributed by it to holders of its securities as incidental to a *bona fide* reorganization or winding up of the issuer or distribution of its assets for the purpose of winding up its affairs pursuant to the laws of the jurisdiction in which the issuer was incorporated, organized or continued,

ii. in a security whether of its own issue or not that is distributed by it to holders of its securities as incidental to a bona fide reorganization, dissolution or winding up of the issuer or distribution of its assets for the purpose of winding up its affairs pursuant to the laws of the jurisdiction in which the issuer was incorporated, organized or continued,

The exemption from registration requirements is extended by the amendment to trades by an issuer in securities as an incident to the dissolution of the issuer.

iii. in securities of its own issue transferred or issued through the exercise of a right to purchase, convert or exchange previously granted by the issuer,

provided that no commission or other remuneration is paid or given to others in respect of such distribution except for ministerial or professional services or for services performed by a registered dealer.

PRESENT SECTION

15. A trade in a security of a company that is exchanged by or for the account of the company with another company or the holders of the securities of that other company in connection with,

    i. a statutory amalgamation or arrangement, or

    ii. a statutory procedure under which one company takes title to the assets of the other company which in turn loses its existence by operation of law, or under which the existing companies merge into a new company.

AMENDED SECTION

15. A trade in a security of a company that is exchanged by or for the account of the company with another company or the holders of the securities of that other company in connection with,

    i. a statutory amalgamation or arrangement, or

    ii. a statutory procedure under which one company takes title to the assets of another company which in turn loses its existence by operation of law, or under which the existing companies merge into a new company.

EXPLANATORY NOTES

The amendment is intended to encompass within the exemption statutory procedures involving three corporations where two corporations merge and shareholders of the two merging corporations receive shares in a third corporation.

PRESENT SECTION

21. A trade made by an issuer with a view to the sale of securities of its own issue if solicitations are made to not more than fifty prospective purchasers resulting in sales to not more than twenty-five purchasers and,

i. each purchaser purchases as principal, and all of the purchases are completed within a period of six months of the first purchase, except that subsequent sales to the same purchasers may be carried out if made in compliance with written agreements entered into during that six month period,

ii. each purchaser has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

(*a*) an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a promoter of the issuer whose securities are being offered and who is a registered adviser or a registered dealer, is able to evaluate the prospective investment on the basis of information respecting the investment presented to him by the issuer; or

(*b*) a senior officer or director of the issuer or his spouse, parent, brother, sister or child,

iii. the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and

iv. no promoter of the issuer, other than a registered dealer, has acted as a promoter of any

AMENDED SECTION

21. A trade made by an issuer with a view to the sale of securities of its own issue if solicitations, in all jurisdictions including Ontario, are made to not more than fifty prospective purchasers resulting in sales to not more than twenty-five purchasers in all jurisdictions including Ontario and,

i. each purchaser purchases as principal, and all of the purchases are completed within a period of six months of the first purchase, except that subsequent sales to the same purchasers may be carried out if made in compliance with written agreements entered into during that six month period,

ii. each purchaser has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

(a) an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a promoter of the issuer whose securities are being offered and who is a registered advisor or a registered dealer, is able to evaluate the prospective investment on the basis of information respecting the investment presented to him by the issuer; or

(b) a senior officer or director of the issuer or of an affiliate of the issuer or a spouse, parent, brother, sister or child of any such director or officer,

iii. the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and

iv. no promoter of the issuer, other than a registered dealer, has acted as a promoter of any other issuer which has

The amendment incorporates into the Act the substance of section 20 of Regulation 910 of Revised Regulations of Ontario, 1980. The latter provision made clear that solicitations in all jurisdictions are to be aggregated in determining compliance with the ceiling on the "limited offering" exemption in paragraph 21 of subsection 34(1) of fifty solicitees.

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PRESENT SECTION

other issuer which has traded in securities of its own issue pursuant to the exemption in this paragraph within the previous twelve months,

but an issuer which has relied upon this exemption may not again thereafter rely upon this exemption.

AMENDED SECTION

traded in securities of its own issue pursuant to the exemption in this paragraph within the previous twelve months,

but an issuer which has relied upon this exemption may not again thereafter rely upon this exemption.

EXPLANATORY NOTES

23. A trade in respect of which the regulations provide that registration is not required. 1978, c. 47, s. 34 (1); 1979, c. 86, s. 3.

23. A trade in a security of an issuer where each of the parties to the trade is a person or company who is, as regards such issuer, a person or company referred to in subparagraph iii of paragraph 11 of subsection 1(1).

24. A trade by an issuer in securities of its own issue with a promoter of the issuer or by a promoter of the issuer in securities of the issuer with another promoter of the issue-.

25. A trade in securities of an issuer previously disposed of by the issuer pursuant to the exemption in paragraph 21 or paragraph 31 where each of the parties to the trade is one of the not more than twenty-five purchasers referred to in paragraph 21 or one of the not more than fifty purchasers referred to in paragraph 31.

26. A trade by an issuer of equity securities pursuant to a plan made available by that issuer to all holders of a class of publicly traded securities of the issuer the last address of whom as shown in the books of the issuer is in Ontario, which plan permits the holder to direct that dividends or interest paid in respect of securities of the issuer's own issue be applied to the purchase from the issuer of equity securities of the issuer's own issue of a class that is publicly traded or any other securities of the issuer which are redeemable at the option of the holder provided that if the plan is intended to cover a period of more than one year, it shall be a requirement of the plan that notice of the right to withdraw from participation in the plan is mailed or delivered to the holder at least annually.

27. A trade made by an offeree described in clause 88(1)(f) in securities which are being disposed of to a person or company making a cash or securities exchange take-over bid or issuer bid.

28. A trade made through the facilities of a stock exchange recognized by the Commission for the purposes of this paragraph, where,

i. the trade is effected in whole or part by means of telephone or other telecommunications equipment linking the facilities of that stock exchange with the facilities of another stock exchange recognized by the Commission for the purposes of this paragraph,

ii. the trade is made in a security of a class or type designated by the Commission as

The amendments incorporate into the Act the substance of clauses (a), (b), (c) and (f) of section 140 and clause 14(g) of Regulation 910 of Revised Regulations of Ontario, 1980 which provisions exempt from registration under the Act trades:

1. among controlling security holders of an issuer in the securities of that issuer and the purchase, redemption or acquisition by the issuer of its securities;
2. by an issuer in its securities to its promoters and trades in the securities of the issuer among its promoters;
3. among the twenty-five initial purchasers under the limited offering exemption in paragraph 34(1)21 in the securities of the issuer taken down on the limited offering and among the fifty purchasers referred to in paragraph 34(1)31;
4. by an issuer pursuant to a plan made available to its security holders permitting the security holder to elect that dividends or interest in respect of the issuer's securities be used to purchase securities of the issuer which are either publicly traded or redeemable at the holder's option;
5. by offerees responding to a take-over bid or issuer bid;
6. among dealers each of whom is registered in this or another jurisdiction in exchange-traded stock options traded on exchanges recognized by the Commission.
7. by a trust company through its offices in securities of a mutual fund promoted, managed and administered by a trust company.
8. in "government incentive securities".

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EXPLANATORY NOTES

exempt for the purposes of this paragraph, and

iii. each of the parties to the trade is registered as a dealer, or in a similar capacity, under the securities legislation of a province or territory of Canada.

29. A trade by a trust company registered under the Loan and Trust Corporations Act where the trade is made through its offices in the securities of a mutual fund promoted, managed and administered by such trust company provided no sales or other acquisition charges are levied.

30. A trade in a security of an issuer consisting of the purchase, redemption or acquisition by the issuer of a security of the issuer.

31. A trade made by a promoter of an issuer or by an issuer in a government incentive security of the issuer's own issue, if solicitations, in all jurisdictions including Ontario, are made to not more than seventy-five prospective purchasers resulting in sales to not more than fifty purchasers in all jurisdictions including Ontario and,

(i) each purchaser to whom securities are sold in reliance on this exemption has been supplied with information identifying every officer and director of the issuer and every promoter thereof and giving the particulars of such of their professional qualifications and associations during the immediately preceding five years as are relevant to the undertaking being financed and indicating which of the directors will be devoting his full time to the affairs of the issuer,

(ii) each purchaser has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

(a) an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a promoter of the issuer whose securities are being offered and who is a registered adviser or a registered dealer, is able to evaluate the prospective investment on the basis of information

respecting the investment presented to him by the issuer, or

(b) a senior officer or director of the issuer or of an affiliate of the issuer or a spouse, parent, brother, sister or child of any such director or officer,

(iii) the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and

(iv) each purchaser to whom securities are sold in reliance on this exemption is furnished with an offering memorandum before an agreement of purchase and sale is entered into with such purchaser.

32. A trade in respect of which the regulations provide that registration is not required.

PRESENT SECTION

AMENDED SECTION

EXPLANATORY NOTES

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4. (2) Subject to the regulations, registration is not required to trade in the following securities:

1. Bonds, debentures or other evidences of indebtedness,

(*a*) of or guaranteed by the Government of Canada or any province of Canada or by the Government of the United Kingdom or any foreign country or any political division thereof;

(*b*) of any municipal corporation in Canada, including debentures issued for public, separate, secondary or vocational school purposes, or guaranteed by any municipal corporation in Canada, or secured by or payable out of rates or taxes levied under the law of any province of Canada on property in such province and collectable by or through the municipality in which such property is situated;

(*c*) of or guaranteed by a bank to which the *Bank Act* (Canada) applies, a trust company or loan corporation registered under the *Loan and Trust Corporations Act* or an insurance company licensed under the *Insurance Act*;

(c) of or guaranteed by a bank to which the Bank Act (Canada) applies, a trust company or loan corporation registered under the Loan and Trust Corporations Act or an insurance company licensed under the Insurance Act, other than bonds, debentures or other evidences of indebtedness which are subordinate in right of payment to deposits held by the issuer or guarantor of such bonds, debentures or other evidences of indebtedness;

The amendment incorporates into the Act the substance of subsection 19(1) of Regulation 910 of Revised Regulations of Ontario, 1980 which made the exemption from registration for trades in debt instruments issued by a financial institution unavailable to those instruments ranking junior in right of payment to deposits held by the financial institution.

(*d*) of or guaranteed by the International Bank for Reconstruction and Development established by the Agreement for an International Bank for Reconstruction and Development approved by the *Bretton Woods Agreements Act* (Canada), if the bonds, debentures, or evidences of indebtedness are payable in the currency of Canada or the United States of America; or

(*e*) of or guaranteed by the Asian Development Bank or the Inter-American Development Bank, if the bonds, debentures or evidences of indebtedness are payable in the currency of Canada or the United States of America and if, with respect to such securities, such documents, certificates, reports, releases, statements, agreements or other information as

15. Securities in respect of which the regulations provide that registration is not required.

16. Variable insurance contracts issued by a company licensed under the Insurance Act if the variable insurance contract is,

i. a contract of group insurance,

ii. a whole life insurance contract providing for the payment at maturity of an amount not less than three-quarters of the premiums paid up to age 75 for a benefit payable at maturity,

iii. an arrangement for the investment of policy dividends and policy proceeds in a separate and distinct fund to which contributions are made only from policy dividends and policy proceeds, or

iv. a variable life annuity.

The amendment incorporates into the Act the exemption at clause 14(a) of of Regulation 910 of the Revised Regulations of Ontario, 1980 for trades in the four described types of variable insurance contracts.

(3) For the purpose of subsection (1), a trust company registered under the *Loan and Trust Corporations Act* shall be deemed to be acting as principal when it trades as trustee or as agent for accounts fully managed by it. 1978, c. 47, s. 34 (2, 3).

(3) For the purposes of subsection 1,

(a) a trust company registered under the Loan and Trust Corporations Act shall be deemed to be acting as principal when it trades as trustee or as agent for accounts fully managed by it.

(b) a portfolio manager or a person or company who but for the applicability of an exemption under this Act or the regulations would be obliged to be registered as a portfolio manager shall be deemed to be acting as principal when it trades as agent for accounts fully managed by it.

The amendment deems a portfolio manager to be purchasing as principal when trading for fully managed accounts. This has particular relevance with respect to enjoyment of the exemption under paragraph 5 of subsection 34(1).

(4) For the purpose of subsection 2, "contract", "group insurance", "life insurance", and "policy" have the same meaning as in sections 1 and 148 of the Insurance Act.

The amendment is complementary to the proposed new paragraph 15a of subsection 34(2).

PRESENT SECTION

35.(6) Every dealer who has acted as agent in connection with any trade in a security shall promptly disclose to the Commission, upon request by the Commission, the name of the person or company from or to or through whom the security was bought or sold. 1978, c. 47, s. 35.

AMENDED SECTION

(6) Every dealer who has acted as agent in connection with any trade in a security shall promptly disclose to the Commission, upon request by the Commission, the name of, and, to the extent of his knowledge after having made due inquiry, sufficient further particulars to identify, the person or company from or to or through whom the security was bought or sold.

EXPLANATORY NOTES

The amendment reflects the fact that name alone may not be enough to identify a person.

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
38.—(1) Where a registered dealer, with the intention of effecting a trade in a security with any person or company other than another registered dealer, issues, publishes or sends a circular, pamphlet, letter, telegram or advertisement, and proposes to act in the trade as a principal, the registered dealer shall so state in the circular, pamphlet, letter, telegram or advertisement or otherwise in writing before entering into a contract for the sale or purchase of any such security and before accepting payment or receiving any security or other consideration under or in anticipation of any such contract.		114A
(2) A statement made in compliance with this section or clause 35 (1) (*c*) that a dealer proposes to act or has acted as principal in connection with a trade in a security does not prevent such dealer from acting as agent in connection with a trade of such security.	(2) A statement made in compliance with this section or clause c of subsection 1 of section 35 that a registered dealer proposes to act or has acted as principal in connection with a trade in a security does not prevent such registered dealer from acting as agent in connection with a trade of such security.	The amendment clarifies the class of dealer to whom the provision applies.
(3) This section does not apply to trades referred to in subsection 34 (1) or to securities referred to in subsection 34 (2). 1978, c. 47, s. 38.		

PRESENT SECTION

41. Every registered dealer shall publish the name of every person or company having an interest, either directly or indirectly, to the extent of not less than 5 per cent in the capital of the dealer, on all letterheads, circulars and stationery that contain any offer or solicitation respecting a trade in securities or in a preliminary prospectus or prospectus upon or in which the name of the registered dealer appears as underwriter but where the Commission determines that a registered dealer or a class of registered dealers is subject to conditions of registration or to regulations imposed by a self-regulatory organization that require provision to customers in the same or some other manner of other appropriate information, the Commission may, subject to such terms and conditions as the Commission may impose, exempt the registered dealer or class of registered dealers from the requirements of this section. 1978, c. 47, s. 41.

AMENDED SECTION

41. Every registered dealer shall, on the request of a customer, provide to the customer a copy of the most recently prepared statement of the dealer's financial condition made up and certified as required by the regulations together with a list of the names of the partners or directors and senior officers of the dealer made up and certified as of a date not more than thirty days prior to the request and shall inform its customers on every statement of account or in such other manner as the Commission may approve that this information is available but where the Commission determines that a registered dealer or a class of registered dealers is subject to conditions of registration or to regulations imposed by a self-regulatory organization that require provision to customers in the same or some other manner of other appropriate information, the Commission may, subject to such terms and conditions as the Commission may impose, exempt the registered dealer or class of registered dealers from the requirements of this section.

EXPLANATORY NOTES

The present section 41 requires that a registered dealer publish the names of those persons who have at least a 5 per cent interest in their capital on documents containing any offer or solicitation respecting a trade in securities and in preliminary prospectuses and prospectuses. The amendment substitutes therefor the requirement that the dealer provide its customers on request with an annual financial statement of the dealer together with a recent list of the names of the partners or directors and senior officers of the dealer.

PRESENT SECTION

48.—(1) Subject to subsection (4), voting securities of an issuer registered in the name of,

(*a*) a registrant or in the name of his nominee; or

(*b*) a custodian or in the name of his nominee, where such issuer is a mutual fund that is a reporting issuer,

that are not beneficially owned by the registrant or the custodian, as the case may be, shall not be voted by the registrant or custodian at any meeting of security holders of the issuer.

(2) Forthwith after receipt of a copy of a notice of a meeting of security holders of an issuer, the registrant or custodian shall, where the name and address of the beneficial owner of securities registered in the name of the registrant or custodian are known, send or deliver to each beneficial owner of such security so registered at the record date for notice of meeting a copy of any notice, financial statement, information circular or other material but the registrant or custodian is not required to send or deliver such material unless the issuer or the beneficial owner of such securities has agreed to pay the reasonable costs to be incurred by the registrant or custodian in so doing.

(3) At the request of a registrant or custodian, the person or company sending material referred to in subsection (2) shall forthwith furnish to the registrant or custodian, at the expense of the sender, the requisite number of copies of the material.

(4) A registrant or custodian shall vote or give a proxy requiring a nominee to vote any voting securities referred to in subsection (1) in accordance with any written voting instructions received from the beneficial owner.

(5) A registrant or custodian shall, if requested in writing by a beneficial owner, give to the beneficial owner or his

AMENDED SECTION

(2) Forthwith after receipt of a copy of a notice of a meeting of security holders of an issuer or of a take-over bid circular, issuer bid circular, directors' circular or director's or officer's circular or other similar and relevant material the registrant or custodian shall, where the name and address of the beneficial owner of securities registered in the name of the registrant or custodian are known, send or deliver to each beneficial owner of such security as registered at the record date for notice of meeting or at the date of the take-over bid or issuer bid a copy of any notice, financial statement, information circular, take-over bid circular, issuer bid circular, directors' circular or director's or officer's circular or other similar and relevant material but the registrant or custodian is not required to send or deliver such material unless the issuer or other sender of the material or the beneficial owner of such securities has agreed to pay the reasonable costs to be incurred by the registrant or custodian in so doing.

EXPLANATORY NOTES

The present subsection 48(2) requires that, where securities registered in the name of a registrant are otherwise beneficially owned, the registrant must pass on proxy material to the beneficial owner if the issuer or beneficial owner has agreed to pay the reasonable costs incurred by the registrant. The amendment will extend this requirement to issuer bid and take-over bid related materials and to proxy materials prepared by non-management provided the issuer or other sender or the beneficial owner has agreed to pay the dealer's costs in so doing.

PRESENT SECTION

nominee a proxy enabling the beneficial owner or his nominee to vote any voting securities referred to in subsection (1).

(6) For the purpose of this section, "custodian" means a custodian of securities issued by a mutual fund held for the benefit of plan holders under a custodial agreement or other arrangement. 1978, c. 47, s. 48.

AMENDED SECTION

EXPLANATORY NOTES

51. To but not including the 15th day of March, 1981, for the rposes of sections 53 to 63, "distribution" means only a distri- tion that is a distribution to the public. 1978, c. 47, s. 51.

51. ~~To but not including the 15th day of March, 1981, for the~~ purposes of sections 53 to 63, "distribution" ~~means only a distribution that is a distribution to the public.~~ 1978, c. 47, s. 51.

The amendment deletes a spent transitional provision.

52.—(1) No person or company shall trade in a security his own account or on behalf of any other person or mpany,

(a) before the 15th day of March, 1981, where such trade would be a distribution to the public of such security;

(b) on and after the 15th day of March, 1981, where such trade would be a distribution of such security,

ıless a preliminary prospectus and a prospectus have been ed and receipts therefor obtained from the Director.

(2) A preliminary prospectus and a prospectus may be filed accordance with this Part to enable the issuer to become reporting issuer, notwithstanding the fact that no dis- bution is contemplated. 1978, c. 47, s. 52.

(1) No person or company shall trade in a security on his own account or on behalf of any other person or company where such trade would be a distribution of such security unless a preliminary prospectus and a prospectus have been filed and receipts therefor obtained from the Director.

(2) A preliminary prospectus and a prospectus may be filed in accordance with this Part to enable the issuer to become a reporting issuer, notwithstanding the fact that no distribution is contemplated.

The amendment deletes a spent transitional provision.

PRESENT SECTION

59. Every prospectus shall contain a statement of the rights given to a purchaser by sections 70 and 126. 1978, c. 47, s. 59.

AMENDED SECTION

(1) Every prospectus shall contain a statement of,

(a) the rights given to a purchaser by sections 70 and 126; and

(b) the limits on the time within which an action to enforce a right under section 126 must be brought.

(2) In addition to the requirements of subsection (1), every prospectus of a mutual fund in Ontario shall contain a statement of the rights given to a purchaser by section 134.

(3) Every offering memorandum shall contain a statement of,

(a) the rights given to a purchaser by section 126a and a statement that such rights are in addition to any other right or remedy available at law to the purchaser; and

(b) the limits on the time within which an action to enforce a right under section 126a must be commenced.

EXPLANATORY NOTES

The amendments require that the special rescission right afforded to purchasers of mutual fund units where the purchase does not exceed $50,000 must be disclosed in the fund's prospectus and that an offering memorandum must contain a statement of the purchaser's right of action for damages or rescission under new section 126a. The amendments also require that all prospectuses and offering memorandum disclose the limitation periods applicable to bringing actions under the Act.

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
62. (7) Where, during the distribution or distribution to the public of a security under a prospectus, an order is made to cease trading in the security, or the receipt issued by the Director for the prospectus is revoked or the prospectus lapses or the use of a prospectus is otherwise prohibited by the Act, the regulations or by a decision of the Commission or an order of a court, a summary statement filed with the prospectus shall cease to have force and effect for the purposes of section 70 unless the Director otherwise orders.	(7) Where, during the distribution of a security under a prospectus, an order is made to cease trading in the security, or the receipt issued by the Director for the prospectus is revoked or the prospectus lapses or the use of a prospectus is otherwise prohibited by the Act, the regulations or by a decision of the Commission or an order of a court, a summary statement filed with the prospectus shall cease to have force and effect for the purposes of section 70 unless the Director otherwise orders.	The amendment deletes a spent transitional provision.

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PRESENT SECTION

69.—(1) Where it appears to the Commission, after the iling of a prospectus under this Part and the issuance of a eceipt therefor, that any of the circumstances set out in ubsection 60 (2) exist, the Commission may order that the distri- ution of the securities under the prospectus shall cease.

(2) No order shall be made under subsection (1) without hearing unless in the opinion of the Commission the length of time required for a hearing could be prejudicial to the public interest, in which event a temporary order may be made which shall expire fifteen days from the date of the making thereof unless the hearing is commenced in which case the Commission may extend the order until the hearing is concluded. 1978, c. 47, s. 69 (1, 2).

(3) A notice of every order made under this section shall be served upon the issuer to whose securities the prospectus relates, and forthwith upon the receipt of the notice,

(*a*) distribution of the securities under prospectus by the person or company named in the order shall cease; and

(*b*) any receipt issued by the Director for the prospectus is revoked. 1978, c. 47, s. 69 (3); 1979, c. 86, s. 8.

AMENDED SECTION

69-(1) Where it appears to the Commission after the filing of a prospectus under Part XIV and the issuance of a receipt therefor, that any of the circumstances set out in subsection 2 of section 60 exist, the Commission may order that the distribution of the securities under the prospectus shall cease.

EXPLANATORY NOTES

The amendment corrects an incorrect internal reference.

PART XVI

EXEMPTIONS FROM PROSPECTUS REQUIREMENTS

71.—(1) Subject to the regulations, sections 52 and 61 do not apply to a distribution where,

(*a*) the purchaser is,

(i) a bank to which the *Bank Act* (Canada) applies or the Federal Business Development Bank incorporated under the *Federal Business Development Bank Act* (Canada),

(ii) a loan corporation or trust company registered under the *Loan and Trust Corporations Act*,

(iii) an insurance company licensed under the *Insurance Act*,

(iv) Her Majesty in right of Canada or any province or territory of Canada, or

(v) any municipal corporation or public board or commission in Canada,

who purchases as principal;

(a) the purchaser is,

(i) a bank to which the Bank Act (Canada) applies or the Federal Business Development Bank incorporated under the Federal Business Development Bank Act (Canada),

(ii) a loan corporation or trust company registered under the Loan and Trust Corporations Act,

(iii) an insurance company licensed under the Insurance Act,

(iv) a subsidiary of any of the persons or companies referred to in sub-clauses (i), (ii) or (iii) where the bank, loan corporation, trust company or insurance company, as the case may be, owns beneficially all of the voting securities of such subsidiary.

(v) Her Majesty in right of Canada or any province or territory of Canada, or

(vi) any municipal corporation or public board or commission in Canada,

who purchases as principal;

The amendment extends the exemption from the prospectus requirement to a distribution where the wholly-owned subsidiary of a financial institution is purchasing as principal but not as underwriter.

PRESENT SECTION

(*d*) the purchaser purchases as principal, if the trade is in a security which has an aggregate acquisition cost to such purchaser of not less than $97,000;

AMENDED SECTION

(d) the purchaser purchases as principal, if the trade is in a security which has an aggregate acquisition cost to such purchaser of not less than $97,000 and, where the seller is,

(i) the issuer or an affiliate of the issuer;

(ii) a person, company or combination of persons or companies having the relationship to the issuer described in subparagraph iii of paragraph 11 of subsection 1(1); or

(iii) an underwriter who, acting as underwriter, acquired the securities from a person or company described in subclauses (i) or (ii),

an offering memorandum is sent by prepaid mail or delivered by the seller or a person or company acting on behalf of the seller to the purchaser before an agreement of purchase and sale is entered into with such purchaser.

EXPLANATORY NOTES

The amendment makes the availability of the exemption conditional on delivery of an offering memorandum where the selling party is the issuer, its affiliate or a control person.

PRESENT SECTION

(*f*) the trade is made by an issuer,

(i) in a security of its own issue that is distributed by it to holders of its securities as a stock dividend or other distribution out of earnings or surplus,

(ii) in a security whether of its own issue or not that is distributed by it to holders of its securities as incidental to a *bona fide* reorganization or winding up of the issuer or distribution of its assets for the purpose of winding up its affairs pursuant to the laws of the jurisdiction in which the issuer was incorporated, organized or continued, or

(iii) in securities of its own issue transferred or issued through the exercise of a right to purchase, convert or exchange previously granted by the issuer,

provided that no commission or other remuneration is paid or given to others in respect of such distribution except for ministerial or professional services or for services performed by a registered dealer;

AMENDED SECTION

ii. in a security whether of its own issue or not that is distributed by it to holders of its securities as incidental to a bona fide reorganization, dissolution or winding up of the issuer or distribution of its assets for the purpose of winding up its affairs pursuant to the laws of the jurisdiction in which the issuer was incorporated, organized or continued, or

EXPLANATORY NOTES

The exemption from the requirement to file a prospectus is extended by the amendment to distributions by an issuer as an incident to the dissolution of the issuer.

PRESENT SECTION

(*i*) the trade is made in a security of a company that is exchanged by or for the account of such company with another company or the holders of the securities of that other company in connection with,

(i) a statutory amalgamation or arrangement, or

(ii) a statutory procedure under which one company takes title to the assets of the other company which in turn loses its existence by operation of law, or under which the existing companies merge into a new company;

AMENDED SECTION

(i) the trade is made in a security of a company that is exchanged by or for the account of such company with another company or the holders of the securities of that other company in connection with,

(i) a statutory amalgamation or arrangement, or

(ii) a statutory procedure under which one company takes title to the assets of another company which in turn loses its existence by operation of law, or under which the existing companies merge into a new company;

EXPLANATORY NOTES

The amendment is intended to encompass within the exemption statutory procedures involving three corporations where two corporations merge and shareholders of the two merging corporations receive shares in a third corporation.

(*p*) the trade is made by an issuer with a view to the sale of securities of its own issue if solicitations are made to not more than fifty prospective purchasers resulting in sales to not more than twenty-five purchasers and,

(i) each purchaser purchases as principal, and all of the purchases are completed within a period of six months of the first purchase except that subsequent sales to the same purchasers may be carried out if made in compliance with written agreements entered into during that six month period,

(ii) each purchaser has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

A. an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a

(p) the trade is made by an issuer with a view to the sale of securities of its own issue if solicitations, in all jurisdictions including Ontario, are made to not more than fifty prospective purchasers resulting in sales to not more than twenty-five purchasers in all jurisdictions including Ontario and,

i. each purchaser purchases as principal, and all of the purchases are completed within a period of six months of the first purchase except that subsequent sales to the same purchasers may be carried out if made in compliance with written agreements entered into during that six month period,

ii. each purchaser has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

a. an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a

The amendment incorporates into the Act the substance of section 20 of Regulation 910 of Revised Regulations of Ontario, 1980. The latter provision made clear that solicitations in all jurisdictions are to be aggregated in determining compliance with the ceiling of fifty solicitees in the limited offering exemption in clause (p) of subsection 71(1).

promoter of the issuer whose securities are being offered and who is a registered adviser or a registered dealer, is able to evaluate the prospective investment on the basis of information respecting the investment presented to him by the issuer, or

promoter of the issuer whose securities are being offered and who is a registered adviser or a registered dealer, is able to evaluate the prospective investment on the basis of information respecting the investment presented to him by the issuer, or

B. a senior officer or director of the issuer or his spouse, parent, brother, sister or child,

b. a senior officer or director of the issuer or of an affiliate of the issuer or a spouse, parent, brother, sister or child of any such director of officer,

(iii) the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and

(iii) the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and

(iv) no promoter of the issuer, other than a registered dealer, has acted as a promoter of any other issuer which has traded in securities of its own issue pursuant to the exemption in this clause within the previous twelve months,

(iv) no promoter of the issuer, other than a registered dealer, has acted as a promoter of any other issuer which has traded in securities of its own issue pursuant to the exemption in this clause within the previous twelve months,

but an issuer which has relied upon this exemption may not again thereafter rely upon this exemption;

but an issuer which has relied upon this exemption may not again thereafter rely upon this exemption;

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(s) the trade is in a commodity futures option or commodity futures contract where such trade is that of a hedger through a dealer, within the meaning of the *Commodity Futures Act*. 1978, c. 47, s. 71 (1); 1979, c. 86, s. 9 (1).

(t) the trade is made in a security of an issuer where each of the parties to the trade is a person or company who is, as regards such issuer, a person or company referred to in subparagraph iii of paragraph 11 of subsection 1(1);

The amendment incorporates into the Act the substance of clauses (b), (c), (f) and (g) of section 14 and clause (f) of section 140 of Regulation 910 of Revised Regulations of Ontario, 1980 which provisions, exempt from the prospectus

PRESENT SECTION

AMENDED SECTION

(u) the trade is made by an issuer in securities of its own issue with a promoter of the issuer or by a promoter of an issuer in securities of the issuer with another promoter of the issuer;

(v) the trade is made in securities of an issuer previously disposed of by the issuer pursuant to the exemption in clause (p) or clause (z) where each of the parties to the trade is one of the not more than twenty-five purchasers referred to in clause (p) or one of the not more than fifty purchasers referred to in clause (z);

(w) the trade is made by an issuer of equity securities pursuant to a plan made available by that issuer to all holders of a class of publicly traded securities of the issuer the last address of whom as shown on the books of the issuer is in Ontario, which plan permits the holder to direct that dividends or interest paid in respect of securities of the issuer's own issue be applied to the purchase from the issuer of equity securities of the issuer's own issue of a class that is publicly traded or any other securities of the issuer which are redeemable at the option of the holder provided that if the plan is intended to cover a period of more than one year it shall be a requirement of the plan that notice of the right to withdraw from participation in the plan is mailed or delivered to the holder at least annually; or

(x) the trade is made by an offeree described in clause 88(1)(f) in securities which are being disposed of to a person or company making a cash or securities exchange take-over bid or issuer bid;

(y) the trade is made in a security of an issuer and consists of the purchase, redemption or acquisition by the issuer of a security of the issuer;

(z) the trade is made by a promoter of an issuer or by an issuer in a government incentive security of the issuer's own issue, if solicitations, in all jurisdictions including Ontario, are made to not more than seventy-five prospective purchasers resulting in sales to not more than fifty purchasers in all jurisdictions including Ontario and,

(i) each purchaser to whom securities are sold in reliance on this exemption has been supplied information identifying every officer and director of the issuer and

EXPLANATORY NOTES

which provisions, exempt from the prospectus filing requirements trades:

1. among controlling security holders of an issuer in the securities of that issuer;
2. by an issuer in its securities to its promoters and trades in the securities of the issuer among its promoters;
3. among the twenty-five initial purchasers under the limited offering exemption in clause 71(1)(p) in the securities of the issuer taken down in the limited offering and among the fifty purchasers referred to in clause 71(1)(z);
4. by an issuer pursuant to a plan made available to its security holders permitting the security holder to elect that dividends or interest in respect of the issuer's securities be used to purchase securities of the issuer which are either publicly traded or redeemable at the holder's option; and
5. by offerees responding to a take-over bid or issuer bid;
6. by a promoter of issuer is "government incentive securities".

particulars of such of their professional qualifications and associations during the immediately preceding five years as are relevant to the undertaking being financed and indicating which of the directors will be devoting his full time to the affairs of the issuer,

(ii) each purchaser has access to substantially the same information concerning the issuer that a prospectus filed under this Act would provide and is,

A. an investor who, by virtue of his net worth and investment experience or by virtue of consultation with or advice from a person or company who is not a promoter of the issuer whose securities are being offered and who is a registered adviser or a registered dealer, is able to evaluate the prospective investment on the basis of information respecting the investment presented to him by the issuer, or

B. a senior officer or director of the issuer or of an affiliate or director of the issuer or of an affiliate of the issuer or a spouse, parent, brother, sister or child of any such director or officer.

(iii) the offer and sale of the securities are not accompanied by an advertisement and no selling or promotional expenses have been paid or incurred in connection therewith, except for professional services or for services performed by a registered dealer, and

(iv) each purchaser to whom securities are sold in reliance on this exemption is furnished with an offering memorandum before an agreement of purchase and sale is entered into with such purchaser.

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
(2) For the purpose of subsection (1), a trust company registered under the *Loan and Trust Corporations Act* shall be deemed to be acting as principal when it trades as trustee or as agent for accounts fully managed by it.	(2) For the purposes of subsection 1, (a) a trust company registered under the Loan and Trust Corporations Act shall be deemed to be acting as principal when it trades as trustee or as agent for accounts fully managed by it. (b) a portfolio manager or a person or company who but for the applicability of an exemption under this Act or the regulations would be obliged to be registered as a portfolio manager shall be deemed to be acting as principal when it trades as agent for accounts fully managed by it.	The amendment deems a portfolio manager to be purchasing as principal when trading for fully managed accounts. This has particular relevance with respect to enjoyment of the exemptions under clause (d) of subsection 71(1).
	(2a)Two copies of an offering memorandum that is required to be furnished to a purchaser under clause (1)(d) or (z) and two copies of any offering memorandum that is sent or delivered to a purchaser under clause (1)(c) or (p) shall be delivered to the Commission concurrently with or before the date upon which a report referred to in subsection (3) is filed with the Commission.	The proposed subsection 71(2a) requires two copies of an offering memorandum to be filed with the Commission.
(3) Subject to the regulations, where a trade has been made under clause (1)(*a*), (*b*), (*c*), (*d*), (*l*), (*p*) or (*q*), the vendor shall within ten days file a report prepared and executed in accordance with the regulations, but no report is required where, by a trade under clause (1) (*a*), a bank to which the *Bank Act* (Canada) applies or a loan corporation or trust company registered under the *Loan and Trust Corporations Act* acquires from a customer an evidence of indebtedness of the customer or an equity investment in the customer acquired concurrently with an evidence of indebtedness.	(3) Subject to the regulations, where a trade has been made under clause (1)a, b, c, d, l, m, p, q, v or z the vendor shall within ten days file a report prepared and executed in accordance with the regulations, but no report is required where, by a trade under clause 1(a) a bank to which the Bank Act (Canada) applies or a loan corporation or trust corporation registered under the Loan and Trust Corporations Act acquires from a customer an evidence of indebtedness of the customer or an equity investment in the customer acquired concurrently with an evidence of indebtedness.	The amendment will require that trades pursuant to the proposed clauses (v) and (z) of subsection 71(1) be reported under subsection 3 as is now required under subsection 17(2) of Regulations 910 of Revised Regulations of Ontario, 1980. The amendment also will require that trades pursuant to clause (m) of subsection 71(1) be reported.

PRESENT SECTION

(4) The first trade in securities previously acquired pursuant to an exemption contained in clause (1) (*a*), (*b*), (*c*), (*d*), (*l*), (*m*), (*p*) or (*q*), other than a further trade exempted by subsection (1), is a distribution, unless,

(*a*) the issuer of the security is a reporting issuer and is not in default of any requirement of this Act or the regulations;

(*b*) (i) the securities are listed and posted for trading on a stock exchange recognized for this purpose by the Commission and comply with the requirements of clause 388 (1) (*m*) or (*n*) as the case may be, of the *Insurance Act*, and have been held at least six months from the date of the initial exempt trade or the date the issuer became a reporting issuer, whichever is the later, or

(ii) the securities are bonds, debentures or other evidences of indebtedness issued or guaranteed by an issuer or are preferred shares of an issuer and comply with the requirements of clause 388 (1) (*k*) or (*m*), as the case may be, of the *Insurance Act*, and have been held at least six months from the date of the initial exempt trade or the date the issuer became a reporting issuer, whichever is the later, or

(iii) the securities are listed and posted for trading on a stock exchange recognized for this purpose by the Commission or are bonds, debentures or other evidences of indebtedness issued or guaranteed by the reporting issuer whose securities are so listed, and have been held at least one year from the date of the initial exempt trade or the date the issuer became a reporting issuer, whichever is later, or

(iv) the securities have been held at least eighteen months from the date of the initial exempt

AMENDED SECTION

(4) The first trade in securities previously acquired by the vendor pursuant to a distribution exempted from sections 52 and 61 by clause (1)(a), (b), (c), (d), (l), (m), (p), (q), (v) or (z) is a distribution, unless,

(a) the issuer of the securities is a reporting issuer and is not in default of any requirement of this Act or the regulations;

(b) the securities have been held for the applicable hold period from the date of the initial exempt trade or the date the issuer became a reporting issuer, whichever is the later;

(c) the vendor files a report within ten days prepared and executed in accordance with the regulations,

(d) such first trade is not a distribution as defined in subparagraph iii of paragraph 11 of subsection 1(1); and

(e) no effort is made to prepare the market or to create a demand for such securities and no extraordinary commission or consideration is paid in respect of such trade.

EXPLANATORY NOTES

The amendment makes statutory hold periods now prescribed at subsection 71(12) applicable to:

1. securities acquired in a trade between limited offering purchasers; and
2. securities acquired pursuant to the government incentive security exemption and those acquired in a trade between parties who purchased under the government incentive security exemption.

The amendment also makes unavailable to controlling security holders of an issuer satisfaction of the conditions for resale under subsection 71(4) as an alternative to meeting those prescribed under subsection 71(7) and deletes the adjective "unusual" in referring to proscribed efforts to prepare the market for the securities to be sold.

PRESENT SECTION

trade or the date the issuer became a reporting issuer, whichever is later; and

(c) the vendor files a report within ten days prepared and executed in accordance with the regulations,

provided that no unusual effort is made to prepare the market or to create a demand for such securities and no extraordinary commission or consideration is paid in respect of such trade.

AMENDED SECTION

(4a)The first trade in securities previously acquired by the vendor pursuant to a distribution exempted from sections 52 and 61 by subclause (iii) of clause (f) of subsection (1) where the right to purchase, convert or exchange was previously acquired in connection with a distribution exempted by clause (1)(a), (b), (c), (d), (l), (m), (p), (q), (v) or (z) is a distribution, unless,

(a) the issuer of the securities is a reporting issuer and is not in default of any requirement of this Act or the regulations;

(b) the applicable hold period, at least, has elapsed from the date of the trade exempted by clause (1)(a), (b), (c), (d), (l), (m), (p), (q), (v) or (z) or the date the issuer became a reporting issuer, whichever is the later;

(c) the vendor files a report within ten days of the trade prepared and executed in accordance with the regulations,

(d) when the securities were acquired under subclause (1)(f)(iii) by the vendor, the number or, in the case of debt securities, principal amount, of securities of that class or kind beneficially owned by, and that number, or principal amount, of such securities that would be issued or transferred on the exercise of all currently exercisable rights of purchase, conversion or exchange to, the vendor, and all vendor-related parties exceeded, in aggregate 5 per cent of the total number or, in the case of debt securities,

EXPLANATORY NOTES

The new subsection 4a imposes a statutory hold period on the securities acquired pursuant to the exercise of a right to purchase, convert or exchange previously acquired in connection with an initial trade in securities where the resale of the last mentioned securities would itself be subject to a statutory hold period. The hold periods on the converted securities run from the date of the initial trade. The amendment also imposes a second hold period of sixty days following the giving of notice to the Commission of the exercise of the right to purchase, convert or exchange where the vendor and related parties own, or would own on the exercise of all currently exercisable rights of conversion held by them more than 5% of the subject class of securities. This second hold period may, of course, run concurrently with the first depending upon when the vendor chooses to exercise the right of purchase, conversion or exchange.

principal amount, of the outstanding securities of that class or kind, such securities have been held by the vendor for at least sixty days following the date upon which the vendor filed with the Commission, the issuer of the securities and each stock exchange upon which there was then listed and posted securities of any class or kind of the issuer of the securities a notice disclosing:

(i) the fact of the issuance or transfer of the securities pursuant to subclause (1)(f)(iii) and particulars thereof, and

(ii) the date upon which the vendor then proposed to first make a trade in such securities pursuant to this subsection, or, if the vendor did not then propose to make such a trade, a statement to that effect;

(e) such first trade is not a distribution as defined in subparagraph iii of paragraph 11 of subsection 1(1); and

(f) no effort is made to prepare the market or create a demand for such securities and no extraordinary commission or consideration is paid in respect of such trade.

PRESENT SECTION

(5) The first trade in securities previously acquired under an exemption contained in clause (1)(*f*), (*i*), (*j*), (*k*) or (*n*) and the first trade in previously issued securities of a company that has ceased to be a private company, other than a further trade exempted by subsection (1), is a distribution except that where,

(*a*) the issuer of the securities is a reporting issuer and has been a reporting issuer for at least twelve months or, in the case of securities acquired under clause (1)(*i*), one of the amalgamating or merged corporations or one of the continuing corporations has been a reporting issuer for twelve months and the issuer is not in default of any requirement of this Act or the regulations;

(*b*) disclosure to the Commission has been made of its exempt trade or in the case of a company that has ceased to be a private company the issuer has filed with the Commission such report with respect to its outstanding securities as may be required by the regulations; and

(*c*) no unusual effort is made to prepare the market or to create a demand for the securities and no extraordinary commission or consideration is paid in respect of the trade,

then such first trade is a distribution only if it is a distribution as defined in subparagraph iii of paragraph 11 of subsection 1 (1).

AMENDED SECTION

(5) Subject to subsections (5a) and (5b) the first trade in securities previously acquired by the vendor pursuant to a distribution exempted from sections 52 and 61 by clause (1)(f) other than securities acquired under subclause (iii) thereof in the circumstances described in subsection (4a) or clause (1)(h), (i), (j), (k), (n) or (w) and the first trade in previously issued securities of a company after the company has ceased to be a private company, is a distribution except that where,

(a) the issuer of the securities is a reporting issuer and has been a reporting issuer for at least twelve months or, in the case of securities acquired under clause (1)(i), one of the amalgamating or merged companies or one of the continuing companies has been a reporting issuer for twelve months and, where a person or company in a special relationship with the reporting issuer, as defined in section 75, is the seller, he or it has reasonable grounds to believe that the issuer is not in default of any requirement of the Act or the regulations;

(b) disclosure to the Commission has been made of its exempt trade or in the case of a company that has ceased to be a private company the issuer has filed with the Commission such report with respect to its outstanding securities as may be required by the regulations; and

(c) no effort is made to prepare the market or create a demand for such securities and no extraordinary commission or consideration is paid in respect of such trade.

then such first trade is a distribution only if it is a distribution as defined in subparagraph iii of paragraph 11 of subsection 1(1).

EXPLANATORY NOTES

The amendment makes subject to resale restrictions set out in subsection 5 of section 71 trades in:

1. securities acquired pursuant to rights offerings under clause (h) of subsection 71(1); and

2. securities acquired pursuant to dividend and interest reinvestment plans under proposed clause (w) of subsection 71(1);

The present subsection requires that every vendor of securities pursuant to it determine at the time of resale that the issuer is not in default of any requirements under the Act. The amendment limits this requirement to "persons in a special relationship to the issuer" as defined at section 75.

The amendment also deletes the adjective "unusual" in referring to proscribed efforts to prepare the market for the securities to be sold and makes a change complementary to that in the proposed subsection 4a of section 71 with respect to the resale of securities acquired pursuant to

(5a)Notwithstanding subsection 5, the first trade in securities previously acquired by the vendor pursuant to a distribution exempted from sections 52 and 61 by subclause (iii) of clause (l)(f) where, in respect to the right to purchase, convert or exchange, a prospectus was filed by the issuer and a receipt obtained therefor is not a distribution if,

(a) the securities are listed and posted on a stock exchange recognized for this purpose by the Commission,

(b) when the securities were acquired under subclause (l)(f)(iii) by the vendor, the number or, in the case of debt securities, principal amount, of securities of that class or kind beneficially owned by, and that number, or principal amount, of such securities that would be issued or transferred on the exercise of all currently exercisable rights of purchase, conversion or exchange to the vendor, and all vendor-related parties exceeded, in aggregate, 5 per cent of the total number or, in the case of debt securities, principal amount, of the outstanding securities of that class or kind, such securities have been held by the vendor for at least sixty days following the date upon which the vendor filed with the Commission, the issuer of the securities, and each stock exchange upon which there was then listed and posted securities of any class or kind of the issuer of the securities, a notice disclosing,

(i)the fact of the issuance or transfer of the securities pursuant to subclause (l)(f)(iii) and particulars thereof, and

(ii)the date upon which the vendor then proposed to first make a trade in such securities pursuant to this subsection, or, if the vendor did not then propose to make such a trade, a statement to that effect;

(c) such first trade is not a distribution as defined in subparagraph iii of paragraph 11 of subsection 1(1); and

(d) no effort is made to prepare the market or create a demand for such securities and no extraordinary commission or consideration is paid in respect of such trade.

qualification of convertible securities by a prospectus will also "qualify" the securities to be issued pursuant to the right of conversion provided they are listed on a recognized stock exchange and subject to a hold period of sixty days following the giving of notice to the Commission of the exercise of the right to purchase, convert or exchange where the vendor and related parties own or would own on the exercise of all currently exercisable right of conversion held by them more than 5% of the subject class of securities.

PRESENT SECTION

(6) The first trade in securities previously purchased under an exemption contained in clause (1)(*o*) or (*r*), other than a further trade exempted by subsection (1), is a distribution. 1978, c. 47, s. 71 (2-6).

AMENDED SECTION

(5b)Notwithstanding subsection (5), the first trade is securities previously acquired by the vendor pursuant to a distribution exempted from sections 52 and 61 by clause (1)(j) is not a distribution if,

(a) when that exemption was relied upon, a securities exchange take-over bid circular in respect of the securities was filed by the offeror and,

(b) where a person or company in a special relationship with the reporting issuer, as defined in section 75, is the seller, he or it has reasonable grounds to believe that the issuer is not in default of any requirement of the Act or the regulations;

(6) The first trade in securities previously acquired pursuant to an exemption contained in,

(a) clause (1)(r) is a distribution;

(b) clause (1)(o) is a distribution unless the purchaser is a promoter of the issuer;

(c) clause (1)(u) or under the exception in favour of a purchaser who is a promoter of the issuer contained in clause (b) of this subsection is a distribution unless the trade is made in accordance with the conditions and procedures described in clauses 7(b) and (c).

EXPLANATORY NOTES

The amendment incorporates into the Act the substance of clause 16(a) of Regulation 910 of Revised Regulations of Ontario, 1980 which provides that a trade in securities acquired pursuant to a distribution where a securities exchange take-over bid circular was employed is not itself a distribution.

The amendments incorporate into the Act the substance of clause 16(b) and subsections 17(1) and 17(3) of Regulation 910 of Revised Regulations of Ontario, 1980 which provide that a trade in securities acquired by an incorporator of an issuer is not subject to the prospectus filing requirement of the Act where the purchaser is a promoter of the issuer but that the promoter's resale is subject to the conditions and procedures in subsection 7 as is his resale of securities taken down from the issuer or acquired from another promoter.

PRESENT SECTION

(7) Sections 52 and 61 do not apply to a distribution within the meaning of subparagraph iii of paragraph 11 of subsection 1(1) or by a lender, pledgee, mortgagee or other encumbrancer for the purpose of liquidating a *bona fide* debt by selling or offering for sale a security pledged, mortgaged or otherwise encumbered in good faith as collateral for the debt in accordance with clause (1)(*e*), if,

(*a*) the distribution is exempted by subsection (1); or

(*b*) the issuer of the security is a reporting issuer and has been a reporting issuer for at least eighteen months and is not in default of any requirement of this Act or the regulations and the seller, unless exempted by the regulations,

(i) files with the Commission and any stock exchange recognized by the Commission for this purpose on which the securities are listed at least seven days and not more than fourteen days prior to the first trade made to carry out the distribution,

A. a notice of intention to sell in the form prescribed by the regulations disclosing particulars of the control position known to him, the number of securities to be sold and the method of distribution, and

B. a declaration signed by each seller as at a date not more than twenty-four hours prior to its filing and prepared and executed in accordance with the regulations and certified as follows:

"The seller for whose account the securities to which this certificate relates are to be sold hereby represents that he has no knowledge of any

AMENDED SECTION

(7) Sections 52 and 61 do not apply to a distribution within the meaning of subparagraph iii of paragraph 11 of subsection 1(1) or by a lender, pledgee, mortgagee or other encumbrancer for the purpose of liquidating a bona fide debt by selling or offering for sale a security pledged, mortgaged or otherwise encumbered in good faith as collateral for the debt in accordance with clause 1(e), if,

(a) the distribution is exempted by subsection 1; or

(b) the issuer of the security is a reporting issuer and has been a reporting issuer for at least eighteen months and is not in default of any requirement of this Act or the regulations and the seller, unless exempted by the regulations,

(i) has, where the number or, in the case of debt securities, principal amount, of the securities distributed by the seller pursuant to this subsection within the immediately preceding 365 days is 5 per cent or more of the number, or, in the case of debt securities, principal amount, of that class of securities beneficially owned by the seller, held the securities or that number or, in the case of debt securities, principal amount, of securities of the class to be distributed for at least six months but where such seller as referred to in this subclause (i) has acquired any securities of the class to be distributed pursuant to an exemption contained in clause (1)(a), (b), (c), (d), (h), (i), (j), (k), (l), (m), (n), (p), (q), (u), (v), or (z) then no security of that class may be distributed by the seller until all securities of that class have been held by the seller for the applicable hold period from the date of the last such initial exempt trade, and

(ii) files with the Commission and any stock exchange recognized by the Commission for this purpose on which the securities are listed at least seven days and not more than fourteen days prior to the first trade made to carry out the distribution,

(A) a notice of intention to sell in the form prescribed by the regulations disclosing particulars of the control position known to him, the number of securities to be sold and the method of distribution, and

(B) a declaration signed by each seller as at a date not more than

EXPLANATORY NOTES

The present subsection 71(7) of the Act, which governs trades by an issuer's controlling security holders, would, at 15 March 1981, have permitted a distribution from control bloc to be made prospectus-free if,

1. the issuer had been a reporting issuer for 18 months and is not in default of any requirement under the Act;

2. prior to, and periodically through, the distribution the seller made prescribed disclosure as to the particulars of his control position and his intended trade and affirmed his lack of knowledge of any material change or other material adverse information regarding the issuer not generally disclosed;

3. the seller filed accelerated insider reports after the completion of each trade; and

4. no unusual effort was made to prepare the market or to create a demand for the securities.

The Commission expressed its concern that abuses might arise through the use of subsection 71(7) as a technique to enable reporting issuers to effect "back-door" underwritings without a prospectus and has acknowledged the lack of precision to the limitations on market grooming activities: Consolidated Marbenor Mines Limited et al., Weekly Summary week ending 30 November 1979; Israel Continental Oil Company Limited, O.S.C.B. July 1980.

This amendment answers these concerns by adding to the conditions described above at 1 to 3, that, where 5 per cent or more of the securities owned by the control person have been distributed within the preceding 12 month period, the securities, or that number of securities of the class to be distributed, have been held for at least 6 months and that where the seller has acquired any securities of that class pursuant to an exempt trade cited in subsection 1 that is referred to in subsection 4 or 5 of section 71 no security of that class, however and whenever acquired, may be distributed until all securities of that class have been held by the seller for periods paralleling those prescribed in subsection 4 and running from the last exempt trade.

The amendment also deletes the adjective "unusual" in referring to proscribed efforts to prepare the market for the securities to be sold.

PRESENT SECTION

material change which has occurred in the affairs of the issuer of the securities which has not been generally disclosed and reported to the Commission, nor has he any knowledge of any other material adverse information in regard to the current and prospective operations of the issuer which have not been generally disclosed",

and,

(ii) files within three days after the completion of any trade, a report of the trade in the form prescribed under Part XX,

provided that the notice required to be filed under sub-subclause (i) (A) and the declaration required to be filed under sub-subclause (i) (B) shall be renewed and filed at the end of sixty days after the original date of filing and thereafter at the end of each twenty-eight day period so long as any of the securities specified under the original notice have not been sold or until notice has been filed that the securities so specified or any part thereof are no longer for sale; and

(c) no unusual effort is made to prepare the market or to create a demand for the securities and no extraordinary commission or other consideration is paid in respect of such trade. 1978, c. 47, s. 71 (7); 1979, c. 86, s. 9 (2).

AMENDED SECTION

twenty-four hours prior to its filing and prepared and executed in accordance with the regulations and certified as follows:

"The seller for whose account the securities to which this certificate relates are to be sold hereby represents that he has no knowledge of any material change which has occurred in the affairs of the issuer of the securities which has not been generally disclosed and reported to the Commission, nor has he any knowledge of any other material adverse information in regard to the current and prospective operations of the issuer which have not been generally disclosed",

and,

(iii) files within three days after the completion of any trades a report of the trade in the form prescribed under Part XX,

if the notice required to be filed under sub-subclause (ii)(A) and the declaration required to be filed under sub-subclause (ii)(B) is renewed and filed at the end of sixty days after the original date of filing and thereafter at the end of each twenty-eight day period so long as any of the securities specified under the original notice have not been sold or until notice has been filed that the securities so specified or any part thereof are no longer for sale; and

(c) no effort is made to prepare the market or to create a demand for the securities and no extraordinary commission or other consideration is paid in respect of such trade,

and in this subsection any securities issued or transferred upon the exercise by the seller of a right of purchase, conversion or exchange shall be deemed to have been held by the seller from the date upon which the seller first acquired the securities to which such right of purchase, conversion or exchange attached and all securities sold by a seller during the period of 365 days referred to in subclause (b)(i) shall be deemed to have comprised both the number or principal amount, as the case may be, of such securities in fact so sold by the seller and the number or principal amount of the securities which would be issued or transferred upon the exercise of a right of purchase, conversion or exchange attaching to

EXPLANATORY NOTES

PRESENT SECTION

(11) For the purposes of this section, an issuer shall be deemed to have been a reporting issuer from the date that it met the condition of the appropriate subparagraph of paragraph 38 of subsection 1 (1) provided that in each case it is currently in compliance with the requirements of this Act and in the case of qualification under subparagraph iii of paragraph 38 of subsection 1 (1) it is also currently listed and posted for trading on any stock exchange in Ontario recognized by the Commission. 1978, c. 47, s. 71 (8-11).

AMENDED SECTION

(12) In this section,

(a) "hold period" means,

(i) six months, where used in relation to securities that are listed and posted for trading on a stock exchange recognized for this purpose by the Commission and comply with the requirements of either clause 388(1)(m) or (n) of the Insurance Act;

(ii) six months, where used in relation to securities that are bonds, debentures or other evidences of indebtedness issued or guaranteed by an issuer or are preferred shares of an issuer and comply with the requirements of clause 388(1)(k) or (m), as the case may be, of the Insurance Act;

(iii) twelve months, where used in relation to securities that are listed and posted for trading on a stock exchange recognized for this purpose by the Commission or are bonds, debentures or other evidences of indebtedness issued or guaranteed by the reporting issuer whose securities of any class or kind are so listed and posted, or are preferred shares of the reporting issuer whose securities of any class or kind are so listed and posted;

(iv) eighteen months, where used in relation to securities of a kind not described in clauses (i), (ii) or (iii) of this clause.

(b) "vendor-related parties" means the associates and affiliates of the vendor and all persons or companies with whom the vendor at the time that the securities to be traded pursuant to subsection 71(4a) or (5a) were acquired under subclause (1)(f)(iii) intended to act in concert in making trades in securities of any class or kind of the issuer of the securities, other than any registrant engaged on the usual terms solely for the purpose of making such trades.

EXPLANATORY NOTES

The proposed subsection defined the "hold periods" referred to in subsections 71(4), (4a) and (7) and also defines "vendor-related parties" being a term used in new subsections 71(4a) and (5a).

PRESENT SECTION

AMENDED SECTION

EXPLANATORY NOTES

72.—(1) Sections 52 and 61 do not apply to a distribution of securities,

(*a*) referred to in subsection 34 (2), excepting paragraphs 14 and 15 thereof;

(*b*) that are listed and posted for trading on any stock exchange recognized for the purpose of this section by the Commission where the securities are distributed through the facilities of the stock exchange pursuant to the rules of the stock exchange and the requirements of the Commission, provided that a statement of material facts, which shall comply as to form and content with the regulations, is filed with and is accepted for filing by the stock exchange and the Commission;

(*c*) that are options to sell or purchase securities known as puts and calls or any combination thereof which provide that the holder thereof may sell to or purchase from the writer of the option a specified amount of securities at a specific price, on or prior to a specified date or the occurrence of a specified event, provided,

(i) the option has been written by a member of an exchange recognized by the Commission for this purpose or the performance under the option is guaranteed by a member of an exchange recognized by the Commission for this purpose,

(ii) the securities that are the subject of the option are listed and posted for trading on an exchange

PRESENT SECTION

recognized by the Commission for this purpose, and

(iii) the option is in the form from time to time prescribed by the regulations; or

(*d*) that are exempted by the regulations.

(2) Sections 70 and 126 apply with necessary modifications to a distribution under clause (1) (*b*) as if sections 52 and 61 were applicable thereto, and the statement of material facts referred to in clause (1) (*b*) shall be deemed conclusively to be a prospectus for the purposes of sections 70 and 126. 1978, c. 47, s. 72.

(3) Every statement of material facts referred to in clause (1)(b) shall contain a statement of the rights given to a purchaser by sections 70 and 126 and a statement of the limits on the time within which an action to enforce a right under section 126 must be commenced.

A statement of material facts will be required to contain the same statements as are required under section 59 in a prospectus.

PRESENT SECTION

74.—(1) Subject to subsection (3), where a material change occurs in the affairs of a reporting issuer, it shall forthwith issue and file a press release authorized by a senior officer disclosing the nature and substance of the change.

(2) Subject to subsection (3), the reporting issuer shall file a report of such material change in accordance with the regulations as soon as practicable and in any event within ten days of the date on which the change occurs.

(3) Where,

(*a*) in the opinion of the reporting issuer, the disclosure required by subsections (1) and (2) would be unduly detrimental to the interests of the reporting issuer; or

(*b*) the material change consists of a decision to implement a change made by senior management of the issuer who believe that confirmation of the decision by the board of directors is probable and senior management of the issuer has no reason to believe that persons with knowledge of the material change have made use of such knowledge in purchasing or selling securities of the issuer,

the reporting issuer may, in lieu of compliance with subsection (1), forthwith file with the Commission the report required under subsection (2) marked "confidential" together with written reasons for non-disclosure.

(4) Where a report has been filed with the Commission under subsection (3), the reporting issuer shall advise the Commission in writing where it believes the report should continue to remain confidential within ten days of the date of filing of the initial report and every ten days thereafter until the material change is generally disclosed in the manner referred to in subsection (1) or, if the material change consists of a decision of the type referred to in clause (3) (*b*), until that decision has been rejected by the board of directors of the issuer. 1978, c. 47, s. 74.

AMENDED SECTION

(3) Where,

(a) in the opinion of the reporting issuer, the disclosure required by subsections 1 and 2 would be unduly detrimental to the interests of the reporting issuer; or

(b) the material change consists of a decision to implement a change made by senior management of the issuer who believe that confirmation of the decision by the board of directors is probable and senior management of the issuer has no reason to believe that <u>any person or company</u> with knowledge of the material change <u>has</u> made use of such knowledge in purchasing or selling securities of the issuer,

the reporting issuer may, in lieu of compliance with subsection 1, forthwith file with the Commission the report required under subsection 2 marked "Confidential" together with written reasons for non-disclosure.

EXPLANATORY NOTES

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The amendment clarifies the wording with respect to making use of knowledge of material changes that have not been generally disclosed.

PRESENT SECTION

75.—(1) No person or company in a special relationship with a reporting issuer shall,

(*a*) purchase or sell securities of the reporting issuer with the knowledge of a material fact or material change in the affairs of the reporting issuer that he or it knew or ought reasonably to have known had not been generally disclosed; or

(*b*) inform, other than in the necessary course of business, another person or company about a fact or change which he knows is a material fact or material change before the material fact or material change has been generally disclosed.

(2) No purchaser or vendor shall be found to have contravened clause (1) (*a*) if such purchaser or vendor proves that he did not make use of knowledge of the material fact or material change in purchasing or selling the securities.

(3) For the purposes of this section, a person or company is in a special relationship with a reporting issuer where,

(*a*) the person or company is an insider or an affiliate of the reporting issuer;

(*b*) the person is a director, officer or employee of the reporting issuer or of a company that is an insider or an affiliate of the reporting issuer;

(*c*) the person or company has engaged, is engaging in or proposes to engage in any business or professional activities with or on behalf of the reporting issuer and thereby has acquired knowledge of the material fact or material change; or

(*d*) the person or company is an associate of the reporting issuer or of any person or company referred to in clause (*a*), (*b*) or (*c*). 1978, c. 47, s. 75.

AMENDED SECTION

(1) No person or company in a special relationship with a reporting issuer shall,

(a) purchase or sell securities of the reporting issuer with the knowledge of a material fact or material change in the affairs of the reporting issuer that he or it knew or ought reasonably to have known had not been generally disclosed; or

(b) inform, other than in the necessary course of business, another person or company about a fact or change that he or it knew or ought reasonably to have known was a material fact or material change and which he or it knew or ought reasonably to have known had not been generally disclosed.

(2) No purchaser or vendor shall be found to have contravened clause (1)(a) if such purchaser or vendor proves that he did not make use of knowledge of the material fact or material change in purchasing or selling the securities.

(3) For the purpose of this section, a person or company is in a special relationship with a reporting issuer where,

(a) the person or company is an insider or an affiliate of the reporting issuer;

(b) the person is a director, officer or employee of the reporting issuer or of an issuer that is an insider or an affiliate of the reporting issuer;

(c) the person or company has engaged, is engaging in or proposes to engage in any business or professional activities with or on behalf of the reporting issuer and thereby has acquired knowledge of the material fact or material change;

(d) the person or company is an associate of the reporting issuer or of any person or company referred to in clause (a), (b) or (c); or

(e) the person or company has acquired knowledge of the material fact or material change from a person or company referred to in clause (a), (b), (c) or (d) and knew or ought reasonably to have known that the person or company communicating the knowledge is a person or company referred to in clause (a), (b), (c) or (d).

EXPLANATORY NOTES

The amendment has the effect of extending the bar against trading with non-disclosed inside information or informing others of such information to a person who has acquired the information from a person or company referred to in clauses (a) to (d).

PRESENT SECTION

AMENDED SECTION

75a.

(1) No person or company who has the intention of making a take-over bid or issuer bid, other than a take-over bid effected in reliance on an exemption under clause 88(2)(b), (d) or (e) or an issuer bid effected in reliance on an exemption under clause 88(3)(d) or (e) shall inform, other than in the necessary course of business, another person or company about such intention before the intention has been generally disclosed.

(2) No person or company in a special relationship to a person or company who has the intention of making a take-over bid or issuer bid, other than a take-over bid effected in reliance on an exemption under clause 88(2)(b), (d) or (e) or an issuer bid effected in reliance on an exemption under clause 88(3)(d) or (e) shall inform, other than in the necessary course of business, another person or company about such intention before the intention has been generally disclosed.

(3) For the purpose of this section a person or company is in a special relationship with another person or company where the first mentioned person or company is,

(a) any person or company that is an insider or an affiliate of the second mentioned person or company;

(b) any director, officer or employee of the second mentioned person or company or of a person or company that is an insider or an affiliate of the second mentioned person or company;

(c) any person or company that has engaged, is engaging in or proposes to engage in any business or professional activities with, or on behalf of, the second mentioned person or company and thereby has acquired knowledge of the intention to make a take-over bid or issuer bid;

(d) any person or company that is an associate of the second mentioned person or company or of any person or company referred to in clause (a), (b) or (c); or

(e) a person or company that has acquired knowledge of the intention to make a take-over bid or issuer bid from a person or company referred to in clause (a), (b), (c) or (d) and knew or ought reasonably to have known that the person or company communicating the knowledge is a person or company referred to in clause (a), (b), (c) or (d).

EXPLANATORY NOTES

The amendment proscribes "tipping" others as to one's intention to make a take-over bid or issuer bid before such intention is generally disclosed. It also bars those in a special relationship to the intending party from tipping others. Civil liability for the same is provided by a new section 131a.

76.—(1) Every reporting issuer that is not a mutual fund shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the periods commencing with the beginning of that year and ending nine, six and three months respectively before the date on which that year ends, but no interim financial statement is required to be filed for any period that is less than three months in length;

(b) where the reporting issuer has completed its first financial year, to the end of each of the three-month, six-month and nine-month periods of the current financial year that commenced immediately following the last financial year, including a comparative statement to the end of each of the corresponding periods in the last financial year,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

(2) Every mutual fund in Ontario shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the period commencing with the beginning of that year and ending six months before the date on which that year ends but, if the first financial year is less than six months in length, no interim financial statement is required to be filed;

(b) where the reporting issuer has completed its first financial year, for the six-month period of the current financial year that commenced immediately following the last financial year,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles. 1979, c. 86, s. 11.

(1) Every reporting issuer that is not a mutual fund shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the reporting issuer has not completed its first financial year, for the periods commencing with the beginning of that year and ending nine, six and three months respectively before the date on which that year ends, but no interim financial statement is required to be filed for any period that is less than three months in length;

(b) where the reporting issuer has completed its first financial year, to the end of each of the three-month, six-month and nine-month periods of the current financial year that commenced immediately following the last financial year, including a comparative statement to the end of each of the corresponding period in the last financial year,

made up as required by the regulations and in accordance with generally accepted accounting principles.

(2) Every mutual fund in Ontario shall file within sixty days of the date to which it is made up an interim financial statement,

(a) where the mutual fund in Ontario has not completed its first financial year, for the period commencing with the beginning of that year and ending six months before the date on which that year ends but, if the first financial year is less than six months in length, no interim financial statement is required to be filed;

(b) where the mutual fund in Ontario has completed its first financial year, for the six-month period of the current financial year that commenced immediately following the last financial year, including a comparative statement to the end of the corresponding period in the last financial year,

made up as required by the regulations and in accordance with generally accepted accounting principles.

(3) Notwithstanding clause (2)(b), such interim financial statements required to be filed under that clause by a mutual fund in Ontario as are prescribed by the regulations need not include comparative statements for the corresponding period in the last financial year.

The amendment is of a clarifying nature and also dispenses with the requirement that interim statements be certified.

PRESENT SECTION

77.—(1) Every reporting issuer that is not a mutual fund and every mutual fund in Ontario shall file annually within 140 days from the end of its last financial year comparative financial statements relating separately to,

(*a*) the period that commenced on the date of incorporation or organization and ended as of the close of the first financial year or, if the reporting issuer or mutual fund has completed a financial year, the last financial year, as the case may be; and

(*b*) the period covered by the financial year next preceding the last financial year, if any,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

(2) Every financial statement referred to in subsection (1) shall be accompanied by a report of the auditor of the reporting issuer or mutual fund prepared in accordance with the regulations.

(3) The auditor of a reporting issuer or mutual fund shall make such examinations as will enable him to make the report required by subsection (2).

(4) For the purposes of this Part, "auditor", where used in relation to the reporting issuer or mutual fund, includes the auditor of the reporting issuer or mutual fund and any other independent public accountant. 1978, c. 47, s. 77.

AMENDED SECTION

(1) Every reporting issuer that is not a mutual fund and every mutual fund in Ontario shall file annually within 140 days from the end of its last financial year comparative financial statements relating separately to,

(a) the period that commenced on the date of incorporation or organization and ended as of the close of the first financial year or, if the reporting issuer or mutual fund has completed a financial year, the last financial year, as the case may be; and

(b) the period covered by the financial year next preceding the last financial year, if any,

made up and certified as required by the regulations and in accordance with generally accepted accounting principles.

(2) Every financial statement referred to in subsection 1 shall be accompanied by a report of the auditor of the reporting issuer or mutual fund in Ontario prepared in accordance with the regulations.

(3) The auditor of a reporting issuer or mutual fund in Ontario shall make such examinations as will enable him to make the report required by subsection 2.

(4) For the purposes of this Part, "auditor", where used in relation to the reporting issuer or mutual fund in Ontario, includes the auditor of the reporting issuer or mutual fund in Ontario, and any other independent public accountant.

(5) Notwithstanding subsection 1, such financial statements required to be filed under that subsection by a mutual fund in Ontario for the period referred to in clause (1)(a) as are prescribed by the regulations need not include statements for the period referred to in clause (1)(b).

EXPLANATORY NOTES

The amendment is housekeeping in nature.

PRESENT SECTION

82. Upon the application of a reporting issuer that has fewer than fifteen security holders whose latest address as shown on the books of the reporting issuer is in Ontario, the Commission may order, subject to such terms and conditions as it may impose, that the reporting issuer shall be deemed to have ceased to be a reporting issuer where it is satisfied that to do so would not be prejudicial to the public interest. 1978, c. 47, s. 82.

AMENDED SECTION

Upon the application of,

(a) a reporting issuer that has fewer than fifteen security holders whose latest address as shown on the books of the reporting issuer is in Ontario, or

(b) an issuer that is a reporting issuer by virtue of having filed a prospectus and obtained a receipt therefor under this Act but which reporting issuer has not, as at the date immediately following the lapse date of the prospectus as defined at subsection 61(1), distributed any of the securities offered by the prospectus,

the Commission may order, subject to such terms and conditions as it may impose, that the reporting issuer shall be deemed to have ceased to be a reporting issuer where it is satisfied that to do so would not be prejudicial to the public interest.

EXPLANATORY NOTES

The amendment makes it possible for the Commission to deem a reporting issuer to have ceased to be such, notwithstanding it has 15 or more security holders, where no securities were distributed under the prospectus, the filing of which made it a reporting issuer.

PRESENT SECTION

85.—(1) Subject to subsection (2) and section 87, no person or company shall solicit proxies from holders of its voting securities whose latest address as shown on the books of the reporting issuer is in Ontario unless,

(*a*) in the case of a solicitation by or on behalf of the management of a reporting issuer, an information circular, either as an appendix to or as a separate document accompanying the notice of the meeting, is sent by prepaid mail to each such security holder of the reporting issuer whose proxy is solicited at his latest address as shown on the books of the reporting issuer; or

(*b*) in the case of any other solicitation, the person or company making the solicitation, concurrently with or prior thereto, delivers or sends an information circular to each such security holder whose proxy is solicited.

(2) Subsection (1) does not apply to,

(*a*) any solicitation, otherwise than by or on behalf of the management of a reporting issuer, where the total number of security holders whose proxies are solicited is not more than fifteen, two or more persons or companies who are the joint registered owners of one or more securities being counted as one security holder;

(*b*) any solicitation by a person or company made under section 48; or

(*c*) any solicitation by a person or company in respect of securities of which he is the beneficial owner. 1978, c. 47, s. 85.

AMENDED SECTION

(a) in the case of a solicitation by or on behalf of the management of a reporting issuer, an information circular, either as an appendix to or as a separate document accompanying the notice of the meeting, is communicated by prepaid mail, by personal delivery or in such other manner as the Director may approve to each such security holder of the reporting issuer whose proxy is solicited at his latest address as shown on the books of the reporting issuer; or

(b) in the case of any other solicitation, the person or company making the solicitation, concurrently with or prior thereto, communicates an information circular to each such security holder whose proxy is solicited.

EXPLANATORY NOTES

The amendment provides for means other than prepaid mail by which management may distribute an information circular.

PART XIX

TAKE-OVER BIDS AND ISSUER BIDS

88.—(1) In this Part,

(*d*) "issuer bid" means,

(i) an offer made by an issuer to security holders the last address of any of whom as shown on the books of the issuer is in Ontario to purchase, redeem or otherwise acquire any or all

(d) "issuer bid" means, an offer to purchase, an offer to redeem or an offer to otherwise acquire any or all of a class of the securities of the issuer, other than debt securities that are not convertible into equity securities made by an issuer to security holders the last address of any of whom as shown on the books of the issuer is in Ontario;

(ee)"offer to purchase", means an offer to purchase, the acceptance by a person or company of an offer to sell or a combination of an offer to purchase and an acceptance of an offer to sell;

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The amendment reflects the proposed introduction of a new defined term, "offer to purchase".

The amendment simplifies the definition of issuer bid and take-over bid.

13/November/81

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
(*f*) "offeree" means a person or company to whom a take-over bid or an issuer bid is made and whose latest address as shown on the books of the offeree company is in Ontario;	(f) "offeree" means a person or company to whom a take-over bid or an issuer bid is made and whose latest address as shown on the books of the offeree company or issuer is in Ontario;	The amendment makes clear that the definition of "offeree" is relevant to issuer bids.
(*k*) "take-over bid" means, (i) an offer made to security holders, the last address of any of whom as shown on the books of the offeree company or other issuer is in Ontario, to purchase directly or indirectly voting securities of the company or other issuer, (ii) the acceptance by a person or company of an offer to sell voting securities of a company or other issuer and such acceptance shall be deemed to constitute an offer to purchase and the person or company accepting the offer shall be deemed to be an offeror, or (iii) a combination of an offer to purchase referred to in subclause (i) and an acceptance of an offer to sell referred to in subclause (ii), where the voting securities which are the subject of the offer to purchase, the acceptance of the offer to sell or the combination thereof, as the case may be, together with the offeror's presently owned securities will in the aggregate exceed 20 per cent of the outstanding voting securities of the company or other issuer and where two or more persons or companies make or accept offers jointly or in concert or intending to exercise jointly or in concert any voting rights attaching to the securities to be acquired, then the securities owned by each of them shall be included in the calculation of the	(k) "take-over bid" means an offer to purchase, directly or indirectly, voting securities of a company or other issuer made to security holders, the last address of any of whom as shown on the books of the offeree company or other issuer is in Ontario, where the voting securities which are the subject of the offer to purchase, together with the offeror's presently owned securities, will carry, in the aggregate, 10 per cent or more of the voting rights attached to the voting securities of the company or other issuer that would be outstanding on exercise of all currently exercisable rights of purchase, conversion or exchange relating to voting securities and where two or more persons or companies make offers to purchase jointly or in concert or intending to exercise jointly or in concert any voting rights attaching to the securities to be acquired, then the voting rights attaching to the securities owned by each of them shall be included in the calculation of the percentage that the voting rights attaching to the voting securities of the company or other issue owned by each of them is of all voting rights that would be attached to all voting securities that would be outstanding on exercise of all currently exercisable rights of purchase, conversion or exchange relating to voting securities.	This critical definition has been somewhat simplified by use of a newly defined term "offer to purchase". By virtue of the extended definition of "voting security" at proposed clause (m), "take-over bids" will include offers made for securities convertible into voting securities. The take-over bid threshold level has been changed from 20 per cent of the currently outstanding voting securities to 10 per cent of the voting rights attaching to the voting securities that would be outstanding on a fully diluted basis.

PRESENT SECTION

(m) "voting security" includes

(i) a security currently convertible into a voting security or into another security that is convertible into a voting security,

(ii) a currently exercisable option or right to acquire a voting security or another security that is convertible into a voting security, or

(iii) a security carrying an option or right referred to in subclause (ii).

The amendment extends the meaning of "voting security" for the purpose of Part XIX to include securities convertible into voting securities.

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
89.—(1) The following provisions apply to every take-over bid and issuer bid:		
10. Where the offeror making a take-over bid intends to purchase securities in the market his intention shall be set out in the take-over bid circular and, where the take-over bid is made for less than all of the class of securities sought that are owned by offerees, the offeror shall not reduce the number of securities he is bound or willing to take up under paragraphs 8 and 9 by the number of securities purchased in the market, but those securities shall be counted in the determination of whether a condition as to the minimum number of securities the offeror is bound or willing to take up has been fulfilled.	10. Where the offeror making a take-over bid or issuer bid intends to purchase securities that are the subject of the take-over bid or issuer bid in the market his intention shall be set out in the take-over bid circular or issuer bid circular and, where the take-over bid or issuer bid is made for less than all of the class of securities sought that are owned by offerees, the offeror shall not reduce the number of securities he is bound or willing to take up under paragraphs 8 and 9 by the number of securities purchased in the market, but those securities shall be counted in the determination of whether a condition as to the minimum number of securities the offeror is bound or willing to take up has been fulfilled.	The amendment makes the provision applicable to issuer bids as well as to take-over bids.
11. In the case of a take-over bid, where the laws applicable to the company provide for a right of appraisal or acquisition, the offeror shall advise the offeree of his rights of appraisal and whether the offeror intends exercising any right of acquisition he may have.	11. In the case of a take-over bid, where the laws applicable to the offeree company provide for a right of appraisal or acquisition, the offeror shall advise the offeree of his rights of appraisal and whether the offeror intends exercising any right of acquisition he may have.	The amendment clarifies that it is the offeree company to which reference is made.
12. The offeror shall not attach any conditions to the offer except the right not to take up and pay for securities deposited if,		
(*a*) the offerees fail to tender the minimum number of securities the offeror is bound and willing to take up;		
(*b*) any undisclosed action prior to the date of the offer or any action subsequent to such date, by a person or company other than the offeror, including a governmental or regulatory authority, and, in the case of a take-over bid, by the offeree company or its directors or senior	(b) any undisclosed action prior to the date of the offer or any action subsequent to such date, by a person or company other than the offeror, including a governmental or regulatory authority, and, in the case of a take-over bid, by the offeree company or its directors or senior officers,	The amendment clarifies the identity of the company to which reference is made in the concluding words of clause (b).

PRESENT SECTION	AMENDED SECTION	EXPLANATORY NOTES
officers, results in a material change in the affairs of the company; or	results in a material change in the affairs of the offeree company;	
(c) the required approval of a governmental or regulatory authority is not obtained prior to the expiration of the offer.	(c) the required approval of a governmental or regulatory authority is not obtained prior to the expiration of the offer; or	
	(d) there exists, at the time for so doing, any enforceable prohibition by virtue of a law of general application against taking up or paying for the securities deposited.	The amendment adds a new permissible condition.
	15. All communications to offerees required or permitted in this Part shall be communicated to each offeree, (a) by prepaid mail to his latest address as shown on the books of the offeree company, (b) by personal delivery to the offeree, or (c) in such other manner as the Director or, in his absence, that person to whom the Director has assigned this power may approve.	The amendment consolidates references to the manner of communications now dispersed through Part XIX and provides for means other than prepaid mail by which communications can be effected.

PRESENT SECTION

90.—(1) Where a significant change has occurred in the formation contained in a take-over bid circular or issuer bid :cular while the offer is still outstanding or where a take-/er bid or an issuer bid has been varied by changing any its terms, every person or company whose shares have)t been taken up and paid for and who has been sent the ke-over bid circular or issuer bid circular shall be sent)tice of such change or variation and, except where a ıriation is solely an increase in price, the date of the take-/er bid or issuer bid shall, for the purposes of section 89, : deemed to be the date of the sending of the notice of ch change or variation. 1978, c. 47, s. 90 (1).

AMENDED SECTION

(1) Where a significant change has occurred in the information contained in a take-over bid circular or issuer bid circular while the offer is still outstanding or where a take-over bid or an issuer bid has been varied by changing any of its terms, every person or company whose securities have not been taken up and paid for and who has been sent the take-over bid circular or issuer bid circular shall be sent the notice of such change or variation and, except where a variation is solely an increase in price, the date of the take-over bid or issuer bid shall, for the purposes of section 89, be deemed to be the date of the sending of the notice of such change or variation.

EXPLANATORY NOTES

The amendment to subsection 1 is housekeeping in nature.

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92. A take-over bid, a varied take-over bid, an issuer id or a varied issuer bid shall be communicated to each 'feree by prepaid mail, by personal delivery or in such other anner as the Director may approve and shall be deemed nclusively to have been dated as of the date on which it as mailed, delivered or otherwise communicated. 1978, c. 47, s. 92.

92. ~~A take-over bid, a varied take-over bid, an issuer~~ bid or a varied issuer bid shall be communicated to each offeree by prepaid mail, by ~~personal~~ delivery or in such other manner as the Director may approve and shall be deemed conclusively to have been dated as of the date on which it ~~was mailed, delivered or otherwise communicated.~~ 1978, c. 47, s. 92.

The amendment deletes a provision supplanted new paragraph 15 to subsection 89(1).

PRESENT SECTION

93. Where a take-over bid or an issuer bid provides that the consideration for the securities deposited pursuant thereto is to be paid in cash or partly in cash, the offeror shall make adequate arrangements to ensure that the required funds are available to effect payment in full for all securities owned by offerees that the offeror has offered to purchase pursuant to the take-over bid. 1978, c. 47, s. 93.

Where a take-over bid or an issuer bid provides that the consideration for the securities deposited pursuant thereto is to be paid in cash or partly in cash, the offeror shall make adequate arrangements to ensure that the required funds are available to affect payment in full for all securities owned by offerees that the offeror has offered to purchase pursuant to the take-over bid or the issuer bid.

The amendment adds certainty with respect to the applicability of the section.

96.—(1) The board of directors of an offeree company shall send a directors' circular to each offeree not later than ten days from the date of the take-over bid prepared in accordance with the regulations.

(1) The board of directors of an offeree company shall send a directors' circular to each offeree not later than ten days from the date of the take-over bid.

The amendment removes words which are redundant since they are part of the definition of "directors' circular".

(2) The board of directors may include in a directors' circular a recommendation to accept or to reject a take-over bid if it sees fit to do so.

(3) An individual director or officer may recommend to the offerees acceptance or rejection of the take-over bid made to such offerees if the director or officer sends to each offeree with his communication a circular prepared in accordance with the regulations.

(4) Where a board of directors is considering recommending acceptance or rejection of a take-over bid, it shall, at the time of sending a director's circular, advise the offerees of this fact and may advise them not to tender their securities until further communication is received from the directors.

(5) Where the board of directors sends a communication under subsection (4), it shall communicate the recommendation or the decision not to make a recommendation to the offerees at least seven days prior to the expiry of the offer.

(5) Where, at the time of sending a directors' circular, the board of directors advises offerees that it is considering recommending acceptance or rejection of a take-over bid, it shall communicate the recommendation or the decision not to make a recommendation to the offerees at least seven days prior to the expiry of the offer.

The amendment is made for purposes of clarification.

PRESENT SECTION

(6) All communications required or permitted by this section shall be sent to each offeree by prepaid mail to his latest address as shown on the books of the offeree company.

(7) Where an individual director or officer submits a recommendation prepared in accordance with subsection (3) to the board of directors prior to the board of directors sending the directors' circular required by subsection (1), or the further communication permitted by subsection (5), the board of directors shall send a copy of the recommendation of the individual director or officer to the offerees together with the circular or further communication. 1978, c. 47, s. 96.

AMENDED SECTION

(6) ~~All communications required or permitted by this~~ section shall be sent to each ~~offeree by~~ prepaid mail to his latest ~~address as~~ shown on the books of the offeree ~~company.~~

EXPLANATORY NOTES

The amendment deletes a provision now supplanted by new paragraph 15 to subsection 89(1).

PRESENT SECTION

AMENDED SECTION

96a

(1) Where, while the take-over bid is still outstanding, a significant change has occurred in the information contained in a directors' circular that has been sent to offerees under subsection 96(1) or a director's or officer's circular that has been sent to offerees under subsection 96(3) other than a change that is not within the control of the board of directors of the offeree company or the individual director or officer, as the case may be, the board of directors of the offeree company or the individual director or officer, as the case may be, shall forthwith communicate to each offeree an amendment to the circular disclosing the nature and substance of the change.

EXPLANATORY NOTES

The amendment requires the sending of an amendment to a directors' or director's or officer's circular where a significant change has occurred in the information contained in the circular.

PRESENT SECTION

97.—(1) Where a take-over bid is made by or on behalf of an issuer, the contents of the take-over bid circular shall be approved and the delivery thereof authorized by the directors of the issuer.

(2) Where a take-over bid is made by or on behalf of an issuer, the take-over bid circular shall contain a statement that the contents thereof have been approved and the delivery thereof authorized by the directors of the issuer.

(3) The contents of a directors' circular shall be approved and the delivery thereof authorized by the directors of the offeree company. 1978, c. 47, s. 97.

AMENDED SECTION

(1) Where a take-over bid is made by or on behalf of an issuer, the contents of the take-over bid circular and of any notice of change or variation shall be approved and the delivery thereof authorized by the directors of the issuer.

(2) Where a take-over bid is made by or on behalf of an issuer, the take-over bid circular and any notice of change or variation shall contain a statement that the contents thereof have been approved and the delivery thereof authorized by the directors of the issuer.

(3) The contents of a directors' circular and any amendments to a directors' circular shall be approved and the delivery thereof authorized by the directors of the offeree company.

(4) A directors' circular and any amendments to a directors' circular shall contain a statement that the contents thereof have been approved and the delivery thereof authorized by the directors of the offeree company.

(5) A recommendation by the board of directors of an offeree company of acceptance or rejection of a take-over bid or a decision by the board of directors of an offeree company not to make such a recommendation shall be approved and the delivery thereof authorized by the directors of the offeree company.

(6) A recommendation by the board of directors of an offeree company of acceptance or rejection of a take-over bid or a decision by the board of directors of an offeree company not to make such a recommendation shall contain a statement that the contents thereof have been approved and the delivery thereof authorized by the directors of the offeree company.

EXPLANATORY NOTES

The amendments require that:

1. a notice of change or variation to a take-over bid circular and an amendment to a directors' circular must be approved and the delivery thereof authorized in a similar manner as the take-over bid circular or directors' circular;

2. the contents of a recommendation or a decision not be make a recommendation as to acceptance or reject a take-over bid communicated subsequently to a directors' circular must be approved by the directors;

3. a directors' circular or a directors' recommendation or decision not be make a recommendation contain a statement that the contents have been approved and delivery authorized by the directors.

98. The issuer bid circular shall be approved and the delivery thereof authorized by the directors of the issuer. 1978, c. 47, s. 98.

(1) The contents of an issuer bid circular and any notice of change or variation shall be approved and the delivery thereof authorized by the directors of the issuer.

(2) An issuer bid circular and any notice of change or variation shall contain a statement that the contents thereof have been approved and the delivery thereof authorized by the directors of the issuer.

The amendments require that any notice of change or variation to an issuer bid circular must be approved and the delivery thereof authorized in a similar manner as the issuer bid circular and also require that an issuer bid circular contain a statement that the contents thereof have been approved and delivery authorized by the directors of the issuer.

PRESENT SECTION

AMENDED SECTION

EXPLANATORY NOTES

PART XX

INSIDER TRADING AND SELF-DEALING

101.—(1) In this Part,

(*a*) "mutual fund" means, except in section 107, a mutual fund that is a reporting issuer;

(*b*) "related mutual funds" includes more than one mutual fund under common management;

(*c*) "related person or company" in relation to a mutual fund means a person in whom, or a company in which, the mutual fund, its management company and its distribution company are prohibited by the provisions of this Part from making any investment.

(2) For the purpose of this Part,

(*a*) any issuer in which a mutual fund holds in excess of 10 per cent of the voting securities or in which the mutual fund and related mutual funds hold in excess of 20 per cent of the voting securities shall be deemed to be a related person or company of that mutual fund or of each of those mutual funds;

(*b*) the acquisition or disposition by an insider of a put, call or other transferable option with respect to a security shall be deemed a change in the beneficial ownership of the security to which such put, call or other transferable option relates; and

(*c*) for the purpose of reporting under section 102 or 103, ownership shall be deemed to pass at such time as an offer to sell is accepted by the purchaser or his agent or an offer to buy is accepted by the vendor or his agent. 1978, c. 47, s. 101.

(b) the acquisition or disposition of a put, call or other option with respect to a security shall be deemed a change in the beneficial ownership of the security to which such put, call or other option relates; and

The amendment is complementary to the proposed new section 103a and has the effect of requiring insider reporting with respect to transaction in any options.

PRESENT SECTION

102.—(1) A person or company who becomes an insider a reporting issuer, other than a mutual fund, shall, within n days after the end of the month in which he becomes insider, file a report as of the day on which he became an sider disclosing any direct or indirect beneficial ownership or control or direction over securities of the reporting suer as may be required by the regulations.

(2) A person or company who has filed or is required file a report under this section or any predecessor ereof and whose direct or indirect beneficial ownership f or control or direction over securities of the reporting suer changes from that shown or required to be shown in he report or in the latest report filed by him under this ection or any predecessor thereof shall, within ten days ollowing the end of the month in which the change akes place, if he was an insider of the reporting issuer t any time during such month, file a report of his irect or indirect beneficial ownership of or his control or irection over securities of the reporting issuer at the nd of the month and the change or changes therein that ccurred during said month giving such details of each ransaction as may be required by the regulations.

(3) A person or company who becomes an insider of a eporting issuer by reason of subsection 1 (8) or (9) shall file the eports required by subsections (1) and (2) of this section for the revious six months or such shorter period that he was a director r officer of the reporting issuer within ten days after the end of the nonth that the issuer became an insider of a reporting issuer or the eporting issuer became an insider of another reporting issuer as he case may be. 1978, c. 47, s. 102.

AMENDED SECTION

(1) A person or company who becomes an insider of a reporting issuer, other than a mutual fund, shall, within ten days of becoming an insider, file a report as of the day on which he became an insider disclosing any direct or indirect beneficial ownership of or control or direction over securities of the reporting issuer as may be required by the regulations.

(2) A person or company who has filed or is required to file a report under this section or any predecessor thereof and whose direct or indirect beneficial ownership of or control or direction over securities of the reporting issuer changes by a cumulative total of 1 per cent or more in number from that number shown or required to be shown in the report or in the latest report filed by him under this section or any predecessor thereof shall, within ten days following the change, file a report of his direct or indirect beneficial ownership of or his control or direction over securities of the reporting issuer consequent on the change and the change therein that occurred giving such details of each transaction as may be required by the regulations.

(2a)A person or company who has filed or is required to file a report under this section or any predecessor therof and whose direct or indirect beneficial ownership of or control or direction over securities of the reporting issuer changes by less than 1 per cent in number from the number shown or required to be shown in the report or in the latest report filed by him under this section or any predecessor thereof shall, within ten days following the end of the month in which the change takes place, if he was an insider of the reporting issuer at any time during such month, file a report of his direct or indirect beneficial ownership or of his control or direction over securities of the reporting issuer at the end of the month and the change or changes therein that occurred during said month giving such details of each transaction as may be required by the regulations.

(3) A person or company who becomes an insider of a reporting issuer by reason of subsection 1(8) or (9) shall file the reports required by subsections 1 and 2 of this section for the previous six months or such shorter period that he was a director or senior officer of the reporting issuer within ten days of the issuer becoming an insider of the reporting issuer or the reporting issuer becoming an insider of another reporting issuer as the case may be.

EXPLANATORY NOTES

The amendment accelerates the periods within which initial insider reports must be filed and within which reports of changes in holdings must be reported where the change is 1 per cent or greater.

PRESENT SECTION

103.—(1) Where a person or company becomes the beneficial owner, directly or indirectly, of voting securities of a reporting issuer carrying 20 per cent or more of the voting rights attached to all voting securities for the time being outstanding, through purchases effected through a take-over bid or issuer bid exempted from the requirements of Part XIX by subsection 88 (2) or (3), such person or company shall file a report as of the day on which he acquired the ownership within three days of acquiring such 20 per cent ownership.

(2) A person or company who is the beneficial owner, directly or indirectly, of voting securities of a reporting issuer carrying 20 per cent or more of the voting rights attached to all voting securities for the time being outstanding shall, within three days of purchasing further voting securities carrying an additional 5 per cent of the voting rights, file a report as of the day on which he acquired an additional 5 per cent of the voting rights and thereafter each time he acquires a further 5 per cent.

(3) Where the facts required to be reported by this section are identical to those required under section 102, a separate report under section 102 is not required. 1978, c. 47, s. 103.

AMENDED SECTION

(1) Where a person or company becomes the beneficial owner, directly or indirectly, of voting securities of a reporting issuer carrying 10 per cent or more of the voting rights that would be attached to all voting securities that would be outstanding on exercise of all currently exercisable rights of purchase, conversion or exchange relating to voting securities, through purchases effected through a take-over bid or issuer bid exempted from the requirements of Part XIX by subsection 88(2) or (3), such person or company shall file a report as of the day on which he acquired the ownership within three days of acquring such 10 per cent ownership.

(2) A person or company who is the beneficial owner, directly or indirectly, of voting securities of a reporting issuer carrying 10 per cent or more of the voting rights that would be attached to all voting securities that would be outstanding on exercise of all currently exercisable rights of purchase, conversion or exchange relating to voting securities shall, within three days of purchasing further voting securities carrying an additional 5 per cent of the voting rights, file a report as of the day on which he acquired an additional 5 per cent of the voting rights and thereafter each time he acquires a further 5 per cent.

(3) Where the facts required to be reported by this section are identical to those required under section 102, a separate report under section 102 is not required.

The amendment is complementary to the change in the definition of take-over bid at clause 88(1)(k).

PRESENT SECTION

AMENDED SECTION

103a

(1) Where a person or company, other than an offeror as defined in clause 88(1)(f) purchases for his or its own account, directly or indirectly, voting securities, as defined in clause 88(1)(m) of a reporting issuer carrying 2.5 per cent or more of the voting rights that would be attached to all voting securities that would be outstanding on exercise of all currently exercisable rights of purchase, conversion or exchange relating to voting securities, while a take-over bid that is subject to the requirements of part XIX is outstanding such person or company shall file by 10 o'clock in the forenoon of the next business day a report, as of the day on which he acquired the ownership, and where two or more persons or companies make purchases jointly or in concert or intending to exercise jointly or in concert any voting rights attaching to the securities so acquired, then the voting rights attaching to the securities purchased by each of them shall be included in the calculation of the percentage that the voting rights attaching to the voting securities of the reporting issuer purchased by each of them is of all voting rights that would be attached to all voting securities that would be outstanding on exercise of all currently exercisable rights of purchase, conversion or exhange relating to voting securities.

(2) Where the facts required to be reported by subsection 1 are identical to those required under section 102 or subsection 103(2), a separate report under section 102 or subsection 103(2) is not required.

EXPLANATORY NOTES

The amendment requires that where a take-over bid is outstanding a person other than an offeror acquiring 2.5 per cent or more of the voting securities of the offeree company must file a regulations-prescribed report within three days of such acquisition.

116. The Commission shall summarize in or as a part of a monthly periodical available to the public on payment of a reasonable fee the information contained in every report filed in compliance with this Part. 1978, c. 47, s. 116.

The Commission shall summarize in or as a part of a periodical published at least monthly and available to the public on payment of a reasonable fee the information contained in every report filed in compliance with this Part.

The amendment reflects the changes in the Commission's publishing schedule for its Bulletin which is now issued weekly.

124.—(1) The Commission may, where in its opinion such action is in the public interest, order, subject to such terms and conditions as it may impose, that any or all of the exemptions contained in sections 34, 71, 72 and 88 do not apply to the person or company named in the order.

124-(1) The Commission may, where in its opinion such action is in the public interest, order, subject to such terms and conditions as it may impose, that any or all of the exemptions contained in sections 33, 34, 71, 72 and 88 or in the regulations do not apply to the person or company named in the order.

The amendment adds to those exemptions that the Commission may deny to persons or companies the exemptions in section 33 of the Act from registration as an adviser and the exemptions from registration and the prospectus filing requirement in the regulations.

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PRESENT SECTION

AMENDED SECTION

126a.

(1) Where an offering memorandum sent or delivered to a purchaser as required by clause 71(1)(d) or 71(1)(z) or as permitted by clause 71(1)(c) or 71(1)(p) together with any amendment to the offering memorandum contains a misrepresentation, a purchaser who purchases a security referred to therein shall be deemed to have relied on such misrepresentation if it was a misrepresentation at the time of purchase and, has a right of action for damages against the seller or, he may elect to exercise a right of rescission against such seller, in which case he shall have no right of action for damages against the seller.

(2) No person or company is liable under subsection 1 if he proves that the purchaser purchased the securities with knowledge of the misrepresentation.

(3) In an action for damages pursuant to subsection 1, the defendant is not liable for all or any portion of such damages that he proves do not represent the depreciation in value of the security as a result of the misrepresentation relied upon.

(4) In no case shall the amount recoverable under this section exceed the price at which the securities were offered.

(5) The right of action for rescission or damages conferred by this section is in addition to and without derogation from any other right the purchaser may have at law.

EXPLANATORY NOTES

163A

The proposed section provides for civil liability with respect to offering memoranda.

127.—(1) Where a take-over bid circular sent to the offerees of an offeree company as required by Part XIX contains a misrepresentation, every such offeree shall be deemed to have relied on such misrepresentation and may elect to exercise a right of action for rescission or damages against the offeror or a right of action for damages against,

(*a*) every person who at the time the circular was signed was a director of the offeror;

(*b*) every person or company whose consent has been filed pursuant to a requirement of the regulations but only with respect to reports, opinions or statements that have been made by them; and

(*c*) each person who signed a certificate in the circular other than the persons included in clause (*a*).

(2) Where a directors' circular or a director's or officer's circular sent to the offerees of an offeree company as required by Part XIX contains a misrepresentation, every such offeree shall be deemed to have relied on such misrepresentation and has a right of action for damages against every director or officer who signed the circular.

(3) The provisions of subsection (1) apply with necessary modifications where an issuer bid circular contains a misrepresentation.

(4) No person or company is liable under subsection (1), (2) or (3) if he proves that the offeree had knowledge of the misrepresentation.

(1) Where a take-over bid circular or any notice of change or variation communicated to the offerees of an offeree company as required by Part XIX contains a misrepresentation, every such offeree shall be deemed to have relied on such misrepresentation and may elect to exercise a right of action for rescission or damages against the offeror or a right of action for damages against,

(a) every person who at the time the circular or notice was signed was a director of the offerer;

(b) every person or company whose consent has been filed pursuant to a requirement of the regulations but only with respect to reports, opinions or statements that have been made by them; and

(c) each person who signed a certificate in the circular or notice other than the persons included in clause a.

(2) Where a directors' circular, a director's or officer's circular, an amendment to a directors' circular or an amendment to a director's or officer's circular communicated to the offerees of an offeree company as required by Part XIX contains a misrepresentation, every such offeree shall be deemed to have relied on such misrepresentation and, in respect of such misrepresentation in a directors' circular or amendment to a directors' circular, has a right of action for damages against every person who at the time the directors' circular or amendment was signed was a director of the offeree and, in respect of such misrepresentation in a director's or officer's circular or amendment to a director's or officer's circular, has a right of action for damages against every director or officer who signed the director's or officer's circular or amendment.

(3) The provisions of subsection 1 apply with necessary modifications where an issuer bid circular or any notice of change or variation contains a misrepresentation.

(4) No person or company is liable under subsection 1, 2 or 3 if he proves that the offeree had knowledge of the misrepresentation.

The amendment also extends the documents subject of the provision. The amendment also extends liability for misrepresentation in a directors' circular or in an amendment to such circular to every person who was a director at the time the circular or amendment was signed.

PRESENT SECTION

131.(7) For the purposes of this section, a person or company is in a special relationship with a reporting issuer where,

(*a*) the person or company is an insider or an affiliate of the reporting issuer;

(*b*) the person is a director, officer or employee of the reporting issuer or of a company that is an insider or an affiliate of the reporting issuer;

(*c*) the person or company has engaged, is engaging in or proposes to engage in any business or professional activities with or on behalf of the reporting issuer and thereby has acquired knowledge of the material fact or material change; or

(*d*) the person or company is an associate of the reporting issuer or of any person or company referred to in clause (*a*), (*b*) or (*c*). 1978, c. 47, s. 131 (6, 7).

AMENDED SECTION

(7) For the purposes of this section, a person or company is in a special relationship with a reporting issuer where,

(a) the person or company is an insider or an affiliate of the reporting issuer;

(b) the person is a director, officer or employee of the reporting issuer or of an issuer that is an insider or an affiliate of the reporting issuer;

(c) the person or company has engaged, is engaging in or proposes to engage in any business or professional activities with or on behalf of the reporting issuer and thereby has acquired knowledge of the material fact or material change;

(d) the person or company is an associate of the reporting issuer or of any person or company referred to in clause (a), (b) or (c); or

(e) the person or company has acquired knowledge of the material fact or material change from a person or company referred to in clause (a), (b), (c) or (d) and knew or ought reasonably to have known that the person or company communicating the knowledge is a person or company referred to in clause (a), (b), (c) or (d).

EXPLANATORY NOTES

The amendment, paralleling that to section 5, has the effect of extending the liability for rading with non-disclosed inside information or nforming others of such information to a person ho has acquired the information from a person or ompany referred to in clausee (a) to (d).

PRESENT SECTION

AMENDED SECTION

131a.

(1) Every person or company who, before the intention has been generally disclosed and other than in the necessary course of business, communicates his or its intention to make a take-over bid or issuer bid, other than a take-over bid effected in reliance on an exemption under clause 88(2)(b), (d) or (e) or an issuer bid effected in reliance on an exemption under clause 88(3)(d) or (e) to another person or company who thereafter purchases securities of the offeree company is liable to compensate the vendor of the securities for damages as a result of the trade unless,

(a) the person or company who communicates his or its intention had reasonable grounds to believe the intention had been generally disclosed;

(b) the intention was known or ought reasonably to have been known to the vendor; or

(c) the person or company who communicates his or its intention proves that he or it did not make use of the knowledge of the intention in communicating the intention.

(2) Every person or company in a special relationship to a person or company who has the intention of making a take-over bid or issuer bid who, before the intention has been generally disclosed and other than in the necessary course of business, communicates such intention to make a take-over bid or issuer bid, other than a take-over bid effected in reliance on an exemption under clause 88(2)(b), (d) or (e) or an issuer bid effected in reliance on an exemption under clause 88(3)(d) or (e), to another person or company who thereafter purchases securities of the offeree company is liable to compensate the vendor of the securities for damages as a result of the trade unless

(a) the person or company who communicated the intention has reasonable grounds to believe that the intention had been generally disclosed;

(b) the intention was known or ought reasonably to have been known to the vendor; or

(c) the person or company who communicated the intention proves that he or it did not make use of the knowledge of intention in communicating the intention.

(3) For the purpose of this section, a person or company is in a special relationship with another

The amendment imposes liability for "tipping" others as to one's intention to make a take-over bid or issuer bid before such intention is generally disclosed. It also imposes like liability with respect to persons in a special relationship to the intending party. It parallels the new section 75a.

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PRESENT SECTION

AMENDED SECTION

EXPLANATORY NOTES

person or company where the first mentioned person or company is,

(a) any person or company that is an insider or an affiliate of the second mentioned person or company;

(b) any director, officer or employee of that person or company or of a person or company is an insider or an affiliate of the second mentioned person or company.

(c) any person or company that has engaged, is engaging in or proposes to engage in any business or professional activities with, or on behalf of, the second mentioned person or company and thereby has acquired knowledge of the intention to make a take-over bid or issue bid;

(d) any peson or company that is an associate of the second mentioned person or company or of any person or company referred to in clause (a), (b) or (c); or

(e) a person or company that has acquired knowledge of the intention to make a take-over bid or issuer bid from a person or company referred to in clause (a), (b), (c) or (d) and knew or ought reasonably to have known that the person or company communicating the knowledge is a person or company referred to in clause (a), (b), (c) or (d).

PRESENT SECTION

135. Unless otherwise provided in this Act, no action shall be commenced to enforce a right created by this Part more than,

(*a*) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or

(*b*) in the case of any action, other than an action for rescission, the earlier of,

(i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or

(ii) three years after the date of the transaction that gave rise to the cause of action. 1978, c. 47, s. 135.

AMENDED SECTION

(1) Unless otherwise provided in this Act and subject to subsection 2, no action shall be commenced to enforce a right created by this Part more than,

(a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or

(b) in the case of any action, other than an action for rescission, the earlier of,

(i) 180 days after the plaintiff first had knowledge of the facts giving rise to the cause of action, or

(ii) three years after the date of the transaction that gave rise to the cause of action.

(2) No action shall be commenced to enforce the right created under section 126a more than 120 days after the date on which payment was made for the securities or after the date on which the initial payment for the securities was made where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment.

EXPLANATORY NOTES

The new subsection prescribes the limitation period for action concerning offering memoranda.

168A

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C085

PRESENT SECTION

139. The Lieutenant Governor in Council may make gulations,

AMENDED SECTION

8b. prescribing the form and content of the financial statements to be provided to the customer of a registered dealer under section 41.

15. prescribing the fees payable to the Commission including fees for filing, fees upon applications for registration, fees in respect of audits made by the Commission and other fees in connection with the administration of this Act and the regulations;

15. prescribing the fees payable to the Commission including fees for filing, fees upon applications for registration, fees in respect of audits made under section 18 and investigations ordered by the Commission and other fees in connection with the administration of this Act and the regulations;

EXPLANATORY NOTES

The amendment creates two new regulation-making powers consequent on the amendments to subsection 10 of section 11 and to section 41.

140. The Commission may, where in its opinion to do so would not be prejudicial to the public interest, make an order on such terms and conditions as it may impose revoking or varying any decisions made by it under this Act or the regulations. 1978, c. 47, s. 140.

The Commission may, where in its opinion to do so would not be prejudicial to the public interest, make an order on such terms and conditions as it may impose revoking or varying any decisions made by it under this Act or the regulations or under a predecessor to this Act and the regulations made thereunder.

The amendment confirms the Commission's power to vary orders made under predecessor Acts.

C087

BRINCO MINING LIMITED

WHEREAS Brinco Mining Limited ("Brinco") is a company incorporated under the laws of Canada;

AND WHEREAS Brinco Mining Limited has made an application, which application was received on October 15, 1981, and perfected October 27, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS Brinco Mining Limited has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Brinco Mining Limited be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Brinco Mining Limited is in Ontario.

November 9th, 1981

"Henry J. Knowles" "Harry Bray"

WHEREAS Copp Clark Limited ("Copp Clark") is a company incorporated under the laws of the Province of Ontario.

AND WHEREAS Copp Clark has made an application, initially received in perfected form on September 21, 1981, to the Ontario Securities Commission (the "Commission") under subclause 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466, (the "Act") for an order exempting Copp Clark in part from the requirement of Section 77 of the Act and permitting Copp Clark to file and the Commission to accept financial statements prepared in a manner which varies from the generally accepted accounting principles referred to in subsectio 1(3) and section 2 of Ontario Regulation 478/79 and mor particularly in a manner which omits disclosure of information segmented by industry in accordance with clause 1700.07 of the principles set forth in the Handbook of the Canadian Institute of Chartered Accountants;

AND WHEREAS the Commission has read the material filed and heard counsel for the Commission and counsel for Copp Clark;

AND WHEREAS the Commission is not satisfied in t circumstances of this particular case that there is adequate justification for granting the requested order

IT IS ORDERED that the application be and is hereby refused.

November 9th, 1981.

"Henry J. Knowles" "Harry Bray"

CANADIAN IMPERIAL BANK OF COMMERCE

UPON the application, received in completed form on September 15, 1981, of Canadian Imperial Bank of Commerce (the "Issuer"), a chartered bank governed by the Bank Act (Canada), to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of Canadian Imperial Bank of Commerce be and hereby are exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of Canadian Imperial Bank of Commerce through its Stock Dividend Reinvestment and Share Purchase Plan (the "Plan") provided that:

1. Each insider shall file by February 15, of each year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Program or the Plan during the twelve month period ending December 31st preceding such date; and

2. If any insider should dispose of securities acquired through the Program or the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

November 5th, 1981

ALSUB CORPORATION AND SUNBEAM CORPORATION

UPON the application of Alsub Corporation ("Alsub") to the Ontario Securities Commission (the "Commission") initially received on October 28, 1981 and perfected on October 30, 1981, for an order pursuant to section 99(e) of the Securities Act, R.S.O. 1980, c. 466 (the "Act");

AND UPON the Commission being advised that:

1) Alsub is a company incorporated under the laws of the State of Delaware and is a wholly-owned subsidiary of Allegheny International, Inc. ("Allegheny") a company incorporated under the laws of the State of Pennsylvania and that Sunbeam Corporation ("Sunbeam") is a company incorporated under the laws of the State of Delaware;

2) As of October 9, 1981 there were outstanding 15,096,719 common shares of Sunbeam;

3) As of September 25, 1981 there were 47 (.45%) holders of Sunbeam common shares resident in Ontario holding 36,726 (.24%) of the outstanding Sunbeam common shares;

4) Pursuant to the terms of an Offer to Purchase dated October 13, 1981 (the "Offer") and a Supplement to the Offer, Alsub offered to purchase up to 7,500,000 common shares of Sunbeam at a price of $41.00 (U.S.) net per share: the Offer is not conditional upon any minimum number of Sunbeam common shares being tendered;

5) The Offer is open for acceptance until 12:00 o'clock midnight, New York City time on Monday, November 9, 1981, subject to extension at the option of Alsub; and

6) The Offer has been made in full compliance with the requirements of the Securities Exchange Act of 1934 of the United States of America;

AND UPON the Commission being of the opinion that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that Alsub be and hereby is exempted from the requirements of sections 89, 90, 94(2) and 97 of the Act with respect to the Offer provided that:

1. The Offer and the Supplement to the Offer, copies of which have been delivered to the Commission, shall be deemed to be a take-over bid circular for the purposes of Part XIX of the Act; and

2. All material relating to the Offer which has been sent by Alsub to common shareholders of Sunbeam resident in the United States of America shall be sent to common shareholders of Sunbeam resident in Ontario and a copy thereof shall be sent to the Commission.

November 9th, 1981.

"Henry J. Knowles" "Harry Bray"

UPON the application, received and perfected on June 3, 1981 as supplemented on June 9 and June 22, 1981, of G-V-T FOODS LIMITED ("G-V-T"), a corporation subject to the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act") and pursuant to subsection 1(8) of the Business Corporations Act, R.S.O. 1980, c. 54 (the "BCA");

AND UPON it being represented that:

1. G-V-T has nine security holders, the last address of three of whom as shown on the books of G-V-T is in Ontario;

2. Imasco Limited ("Imasco"), the parent of G-V-T, on March 20, 1980 caused to be sent by registered mail to all security holders of G-V-T a form of consent to the making of this order; and

3. G-V-T and Imasco to date have not received any replies or executed consents from security holders whose address is in Ontario;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED:

A. pursuant to section 82 of the Act that G-V-T be and hereby is deemed to have ceased to be a reporting issuer for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of G-V-T is in Ontario; and

B. pursuant to subsection 1(8) of the BCA that G-V-T be and hereby is deemed to have ceased to be offering its securities to the public for so long as it shall have fewer than fifteen security holders;

provided that G-V-T shall send forthwith to each of its security holders, at the latest address of each such security holder as shown on the books of G-V-T, a true copy of this order and shall file with the Commission forthwith thereafter a declaration to that effect.

October 28th, 1981.

"Henry J. Knowles" "Harry Bray"

CME RESOURCES INC.

UPON the application of CME Resources Inc. ("CME") pursuant to Section 73(1) of the Securities Act, R.S.O. 1980, c.466 (the "Act"), filed on September 16, 1981, with the Ontario Securities Commission (the "Commission"), and perfected on October 13, 1981;

AND UPON the Commission having been advised that:

1. CME is a corporation incorporated under the laws of Ontario and listed on the Toronto Stock Exchange (the "TSE");

2. CME proposed to issue to each of Gustav Celotti, Anthony Camisso, Q.C. and John Gardon (the "Guarantors") 10,000 common shares of CME (the "Shares") and 50,000 share purchase warrants exercisable within a period of two years at the price of $1.80 per share (the "Warrants"), in consideration for the Guarantors having guaranteed certain indebtedness of CME;

3. The TSE has accepted notice of the proposed issuance of the Shares and the Warrants;

AND UPON being satisfied that the making of this ruling would not be prejudicial to the public interest;

IT IS RULED pursuant to Section 73(1) of the Act that the proposed issued of the Shares and the Warrants to the Guarantors will not be subject to Section 24 or 52 of the Act, provided that Section 71(4) of the act shall apply to the first trade in:

a) the Shares,

b) the Warrants, and

c) the Common Shares issued upon the exercise of the Warrants,

as if the same had been acquired pursuant to an exemption contained in one of the clauses of Section 71(1) enumerated in Section 71(4).

November 9th, 1981.

"Henry J. Knowles" "Harry Bray"

NEWFOUNDLAND CAPITAL CORPORATION LIMITED

UPON the application, received on September 15, 1981 and perfected on October 9, 1981, of Harold L. Wareham ("Wareham") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that the trade by Wareham of up to 60,000 Class A common shares and 60,000 Class B common shares of Newfoundland Capital Corporation Limited (the "Company") presently owned by him is not subject to section 24 or 52 of the Act;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing that:

1. The Company was incorporated under the laws of Newfoundland;

2. The issued voting securities of the Company are 2,520,135 Class A common shares ("Class A Shares") and 1,270,135 Class B common shares ("Class B Shares");

3. The holders of Class A shares are entitled to one vote per share and the holders of Class B shares are entitled to ten votes per share;

4. Wareham owns 107,885 Class A shares and 107,885 Class B shares and has an option to purchase from Harold R. Steele ("Steele"), the President and Chief Executive Officer of the Company, 213,774 Class A shares and 213,774 Class B shares;

5. Each of Steele and Wareham has a right of first refusal on the holdings of the other, entitling him to 30 days' notice of a proposed sale of shares of the company by the other;

6. Wareham is not an officer, director or insider of the Company and does not act in concert with Steele;

7. Wareham proposes to sell 60,000 Class A shares and 60,000 Class B shares through an agent who is a registered dealer;

8. If Wareham exercised his option to purchase shares of the Company from Steele, he would own 23.25% of the voting rights in the Company;

9. There is some doubt as to whether the proposed trades by Wareham would constitute a distribution within the meaning of subparagraph 1(1)11(iii) of the Act;

AND UPON the commission being satisfied that so to rule with respect to section 24 is not necessary and that so to rule with respect to section 52 is not prejudicial to the public interest;

IT IS RULED that the application as it relates to section 24 of the Act is denied and that the trades by Wareham of up to 60,000 Class A shares and 60,000 Class B shares are not subject to section 62 of the Act, provided that Wareham gives notice to the commission prior to completing such trades, the method, date and place of such trades.

November 3rd, 1981.

"Henry J. Knowles" "Harry Bray"

ALBANY COURT APARTMENTS INC.

UPON the application of ALBANY COURT APARTMENTS INC. ("Albany Court"), a corporation incorporated under the laws of Ontario, to the Ontario Securities Commissionn (the "Commission") received by the Commission on June 19, 1981 and perfected on October 15, 1981, pursuant to section 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON the Commission being of the opinion that to grant this order would not be prejudicial to the public interest and being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to section 79(b)(iii) of the Act that Albany Court be and hereby is exempted from the requirements of the Act to file with the Commission and send to its security holders resident in Ontario interim financial statements for each of the first and third quarters of each of Albany Court's financial years provided that:

1. By a vote of the security holders of Albany Court entitled to vote, taken at each annual meeting of the security holders, a majority of the votes cast shall approve of this exemption, but the results of such votes, in any case, shall be reported to the Commission in writing within ten business days of the taking thereof; and

2. This exemption shall terminate forthwith after the occurrence of a material change in the affairs of Albany Court unless the Commission is satisfied that the exemption should continue.

November 9th, 1981.

"Henry J. Knowles" "Harry Bray"

OUTSTANDING CEASE TRADING ORDERS AS AT NOVEMBER 9, 1981

SYMBOLS:

RI REPORTING ISSUER
* COMPANIES DISSOLVED
\# PARTIAL ORDER

> While the Ontario Securities Commission uses reasonable efforts to ensure the accuracy of this list, it disclaims any responsibility for any damage consequent upon any inaccuracy herein.

* A. W. WHITE MICA LIMITED (12/13/76)
RI ABACUS CITIES LIMITED (5/18/79)
* ABALARD GOLD MINES LIMITED (8/16/76)
* ABERDOON MINES LIMITED (12/2/74)
* ACADIA URANIUM MINES LIMITED (9/16/74)
* ACME GAS & OIL CO. LIMITED (9/6/77)
* ADELEMONT GOLD MINES LIMITED (9/20/76)
* ADMIRAL YELLOWKNIFE MINES LIMITED (9/20/76)
RI ADVANCE RED LAKE GOLD MINES LIMITED (10/20/77)
* AJAX MINERALS LIMITED (8/4/76)
* ALCOURT MINES LIMITED (8/9/72)
* ALIT-EL MINES LIMITED (4/9/75)
* ALJO MINES LIMITED (9/27/76)
RI ALL-CAN HOLDINGS LTD. (4/11/79)
ALLAN R. GOHEEN AND THE ALLAN R. GOHEEN MORTGAGE FUND (2/6/81)
\#* ALLEGHENY MINING & EXPLORATIONS CO. LIMITED (10/30/72)
* ALLIED TELEMEDIA LIMITED (8/30/72)
* ALMADA EXPLORATIONS LIMITED (11/8/72)
* ALWYN PORCUPINE MINES LIMITED (8/12/76)
RI AMALGAMATED BEAU BELLE MINES (9/30/76)
RI AME LIMITED (8/15/79)
* AMEREL MINING COMPANY LIMITED (12/23/74)
RI ANATOLE RESOURCES LIMITED (7/11/79)
* ANDACOLLO MINING COMPANY LIMITED (3/1/73)
RI ANDOWAN MINES LIMITED (10/24/73)
* ANGLO AMERICAN NICKEL MINING CORPORATION LIMITED (12/23/74)
RI ANJAMIN MINES LIMITED (1/27/75)
* ANSON-CARTWRIGHT MINES LIMITED (9/20/76)
RI ANTARES SMALL BUSINESS DEVELOPMENT LTD (5/6/81)
RI ANTHEX INDUSTRIES LIMITED (2/10/78)
* ANUWON URANIUM MINES LIMITED (10/12/72)
AQUABLAST INC. (5/29/74)
RI AQUACARE INTERNATIONAL LIMITED (6/7/71)

	*	ARCTIC YELLOWKNIFE MINES LIMITED (8/17/76)
RI		ARCTURUS SMALL BUSINESS DEVELOPMENT LTD (5/6/81)
	*	ARDEL EXPLORATIONS LIMITED (7/7/76)
RI		ARGOSY FINANCIAL CORP. OF CANADA (4/15/80)
	*	ARGYLL GOLD MINES LIMITED (10/29/73)
	*	ARNO MINES LIMITED (7/3/75)
	*	ARROW TUNGSTEN MINES LIMITED (9/15/72)
	*	ASTONISH LAKE URANIUM MINING CORPORATION LTD. (12/29/71)
	*	ASTRABRUN MINES LIMITED (10/17/72)
		ATLANTIC TUNGSTEN CORP. LTD. (4/9/75)
	*	ATLAS RAINBOW MINES LIMITED (4/2/74)
	*	ATTWOOD COPPER MINES LIMITED (9/15/72)
	*	AUGUST PORCUPINE GOLD MINES LIMITED (9/6/77)
		AUROX MINES LTD. (8/3/72)
RI		AURUM GOLD MINES LIMITED (1/15/76)
	*	AUTOTELIC INDUSTRIES LTD. (3/2/73)
	*	AVA GOLD MINING COMPANY LIMITED (10/17/72)
	*	AVENUE OF AMERICA RECORDING LIMITED (5/8/74)
RI		AVOCA MINES CANADA LIMITED (10/21/77)
	*	AZEN MINES LIMITED (8/30/76)
RI		B.D.M. FUND LIMITED, THE (2/14/74)
RI		BAD BOY APPLIANCES & FURNITURE LIMITED (8/26/77)
	*	BALBOA MINING AND INVESTMENTS LTD. (4/9/75)
RI		BALDWIN CONSOLIDATED MINES LIMITED (9/23/76)
	*	BAMBI MINES LIMITED (9/22/76)
	*	BANCROFT MINES LIMITED, THE (12/23/74)
RI		BANDOLAC MINING COMPANY LIMITED (9/27/76)
	*	BANKFIELD CONSOLIDATED MINES LTD. (1/31/72)
		BANTAM MINING LTD. (LES BANTAM MINING LTD.) (4/9/75)
	*	BARGNESI MINES LIMITED (1/27/75)
	*	BARRINGTON EXPLORATION CORPORATION LIMITED (1/22/73)
	*	BASALT BAY MINES LIMITED (1/27/75)
RI		BASIN-JIB MINES LIMITED (12/23/74)
RI		BAYARD RESOURCES LIMITED (7/26/78)
	*	BAYFOR CORPORATION INC. (4/9/75)
	*	BEAVERBRIDGE MINES LIMITED (10/9/73)
		BELAIR MINES INC. (LES MINES BELAIR INC.) (4/9/75)
	*	BELMINE EXPLORATION LIMITED (4/6/72)
	*	BELRA EXPLORATION LIMITED (11/12/71)
RI		BELTECO KIRKLAND MINES LIMITED (8/16/79)
		BENVAN MINES LIMITED (9/18/75) (now HOWIE CONTROLS (CANADA) LIMITED)
	*	BIG HERB LAKE MINING AND EXPLORATION LIMITED (4/10/74)
		BIKO RESOURCES INC. (4/9/75)
RI		BIROCO KIRKLAND MINES LIMITED (8/27/81)
RI		BISON PETROLEUMS & MINERALS LIMITED # (3/17/77)
	*	BLACK CRICKET MINES LIMITED (9/15/72)
RI		BLUE BONNET OIL COMPANY LIMITED (3/1/74)
	*	BLUE VISTA ENTERPRISES LIMITED (6/16/75)
	*	BLUEGRASS URANIUM MINES LIMITED (2/10/75)
	*	BOBBY BLOOM FURS LIMITED (4/2/74)
	*	BOLIVIAN GOLD MINES LIMITED (4/30/75)

* BOMBAY EXPLORATIONS INC. (4/11/75)
* BONNE BAY MINES LIMITED (2/10/75)
* BORDUN MINING CORPORATION LTD. (8/20/71)
* BRABAR METALS AND HOLDINGS LIMITED (4/9/75)
* BRACEMAC MINES LIMITED (8/21/75)
* BRADEX MINES LIMITED (1/24/75)
* BRADY CROSS LAKE SILVER MINES LIMITED (3/11/75)
BRANLY ENTERPRISES INC. (9/7/78)
* BRETTON MINES LIMITED (4/16/73)
* BRIARCOURT MINES LIMITED (3/29/72)
BRICANA EXPLORATIONS LIMITED (1/12/73)
* BRIDGE HILL MINES LIMITED (2/7/73)
* BRIGHT RED LAKE MINES LIMITED (10/15/76)
* BRITISH COLUMBIA LEAD & ZINC MINES LIMITED (8/23/76)
* BRITMONT MINES LIMITED (9/15/72)
BRO RESOURCES LTD. (10/3/80)
* BROKEN HILL EXPLORATION LIMITED (12/13/72)
* BRUCE-PRESTO MINES LIMITED (7/17/72)
* BUDBOIS GOLD MINES LIMITED (9/16/74)
* BUFFONTA MINES LIMITED (1/15/75)
* BULLDOG MINES LIMITED (8/11/72)
BULORA CORPORATION LIMITED (11/18/77)
BURLINGTON PACKAGING LIMITED (8/1/80)
* BURRGOLD MINES LIMITED (10/27/75)
C & M FINANCIAL CONSULTANTS LTD. (11/22/78)
* C.G.C. MINES LIMITED (2/4/76)
* CABOL ENTERPRISES LIMITED (1/24/75)
CADIEUX MINES LIMITED (9/8/76)
* CAESAR MINERALS LIMITED (4/9/75)
* CAIRNGLEN EXPLORATIONS LIMITED (8/21/73)
CAIRNGORM MINES LIMITED (7/19/76)
* CALABOGIE ASBESTOS MINING COMPANY LIMITED (3/1/74)
CALIFORNIA BUSINESS COMMUNICATIONS INC. (2/19/73)
* CALWAY BROOK MINES INC. (4/9/75)
* CAMBERTON IRON EXPLORATIONS LTD. (4/9/75)
* CAMBRIDGE MINING CORP. LIMITED (3/10/75)
* CAMDECK MINES LIMITED (3/11/75)
CAMINO GOLD MINES LIMITED (5/18/79)
CAN-TROPIC EXPLORATIONS LIMITED (5/4/79)
CANA MANAGEMENT CORPORATION LIMITED (4/24/80)
* CANAAN EXPLORERS LIMITED (4/25/75)
CANADA GEOTHERMAL OIL LTD. (12/4/75)
CANADIAN ADDICKS MINING CORPORATION (10/9/73)
CANADIAN ALL METALS EXPLORATIONS LIMITED (10/7/77)
* CANADIAN CONQUEST MINES LIMITED (12/13/72)
CANADIAN FOOD PRODUCTS LIMITED (6/24/81)
* CANADIAN GEARY MINING CORP. LTD. (4/9/75)
CANADIAN MAGNESITE MINES LIMITED (6/12/78)
* CANADIAN MANGANESE MINING CORPORATION LIMITED (8/4/72)
* CANADIAN NISTO MINES LIMITED (8/21/74)
CANADIAN-SIAM RESOURCES LIMITED (7/11/79)

	*	CANAGAU MINES LIMITED (3/1/74)
	*	CANALITE LIMITED (8/23/76)
	*	CANAMISKA COPPER MINES LIMITED (10/12/72)
	*	CANDORE EXPLORATIONS LIMITED (7/15/77)
	*	CANEONTI MINES LIMITED (2/10/75)
	*	CANOL METAL MINES LIMITED (8/4/72)
RI		CANTECH RESOURCES LIMITED (7/22/75)
		CANTICA TRADING CO. (EASTERN) LTD. (23/9/81)
		CANTICA TRADING CO. LTD. (23/9/81)
		CANUSA HOLDINGS LIMITED (CANADA) (10/14/71)
RI		CAPITAL INCOME FUND (10/5/79)
RI		CAPTAIN INTERNATIONAL INDUSTRIES LTD. (9/4/74)
	*	CARAL MINING COMPANY LIMITED (2/13/75)
		CARAPACE INVESTMENTS (CAYMAN) INC. (4/8/71)
	*	CARAVELLE MINES LIMITED (12/6/73)
RI		CARD LAKE COPPER MINES LIMITED (10/16/81)
		CARLING ACCEPTANCE LIMITED (2/3/76)
		CARNDESSON MINES LIMITED (12/13/72)
	*	CARROL & REED LIMITED (8/27/71)
	*	CASEY MINES INC. (4/9/75)
	*	CATHROY LARDER MINES LIMITED (11/16/76)
RI		CENEX LIMITED (6/27/80)
	*	CENTRAL GUIANA EXPLORATION CO. LIMITED (1/31/75)
RI		CHAMBERS ACCEPTANCE LIMITED (6/13/80)
RI		CHAMBERS FOODS LIMITED (8/12/76)
	*	CHAMPLAIN FOREST PRODUCTS LIMITED (2/4/75)
		CHARLOTTE MINES LIMITED (10/12/72)
RI	*	CHESTER MINERALS LIMITED (8/22/74)
	*	CHESTERVILLE MINES LIMITED (8/18/75)
RI		CHIBEX LIMITED (6/25/75)
RI		CHICOBI LAKE MINES LIMITED (8/18/78)
	*	CHILLICOPPER CORPORATION LIMITED (3/1/74)
RI		CHUKUNI GOLD MINES LIMITED (7/5/79)
	*	CIRCLE YELLOWKNIFE MINES LIMITED (9/22/76)
	*	CITADEL MINES LIMITED (7/17/72)
	*	CLAIRTONE SOUND CORPORATION LIMITED (9/15/72)
	*	CLAW LAKE MOLYBDENUM MINES LIMITED (1/12/73)
		CLERO MINES LIMITED (4/12/73)
RI		CLICKER RED LAKE MINES LIMITED (10/15/76)
	*	CLINGER GOLD MINES LIMITED (1/31/75)
	*	CLUCAS BOOKER GOLD MINING COMPANY LIMITED (12/15/76)
RI		COLDSTREAM MINES LTD. (12/1/76)
	*	COLLEEN COPPER MINES LIMITED (1/18/74)
RI		COLLEGE PLUMBING SUPPLIES LIMITED (7/27/76)
RI		COLUMBIA METALS CORPORATION LIMITED (9/26/77)
	*	COLUMBIERE MINES LIMITED (2/10/75)
	*	COLVILLE LAKE EXPLORERS LIMITED (5/10/75)
RI		COMMANDER RED LAKE MINES LIMITED (10/15/76)
	*	COMMERCE NICKEL MINES LIMITED (7/13/76)
		CONDOR CERAMIC MINERALS LIMITED (4/23/75)
	*	CONDUC MINES LIMITED (3/20/75)

	*	CONISTON EXPLORATIONS & HOLDINGS LIMITED (1/25/77)
	*	CONMAR EXPLORATIONS LIMITED (5/29/74)
RI		CONQUEST EXPLORATION LTD. (11/28/79)
	*	CONSOLIDATED BELLEKENO MINES LIMITED (9/28/72)
		CONSOLIDATED BREWIS MINERALS LIMITED (12/15/76)
	*	CONSOLIDATED BUFFALO RED LAKE MINES LTD. (8/17/76)
		CONSOLIDATED CANORAMA EXPLORATIONS LTD. (4/9/75)
RI		CONSOLIDATED DAERING ENTERPRISES AND MINING INC. (7/24/80)
	*	CONSOLIDATED HARPERS MALARTIC GOLD MINES LIMITED (10/12/72)
		CONSOLIDATED MANITOBA MINES LIMITED (8/20/71)
	*	CONSOLIDATED NOVELL MINES LIMITED (3/19/73)
	*	CONSOLIDATED PROPRIETARY MINES HOLDINGS LIMITED (3/10/78)
	*	CONSOLIDATED RAINDOR MINES LIMITED (4/10/75)
	*	CONSOLIDATED RIBAGO MINES LIMITED (8/9/72)
		CONSOLIDATED VIGOR MINES LIMITED (7/24/72)
	*	CONSUMERS EQUITY CORPORATION (3/2/78)
	*	CONTINENTAL POTASH CORPORATION LIMITED (1/12/73)
RI		CONTINENTAL RESEARCH & DEVELOPMENT LTD. (1/5/81)
	*	COP-GOLD EXPLORERS LIMITED (11/12/71)
	*	COPA PETROLEUM LIMITED (4/23/75)
	*	COPPER JIM MINES LIMITED (4/14/75)
		COPPERCORP LIMITED (10/4/74)
	*	COPPERVILLE MINING CORPORATION LIMITED (9/18/74)
RI		CORDELL GOLD MINES LIMITED (4/23/75)
RI		CORPORATE MASTER LIMITED (8/16/76)
RI		CORPORATE PROPERTIES LIMITED (8/20/80)
	*	COTLEY MINES LIMITED (3/11/75)
RI		COWL LIMITED (3/14/73)
	*	CREATIVE PATENTS & PRODUCTS LIMITED (6/20/77)
		CRIMCO MINING CORPORATION LIMITED (3/7/73)
	*	CROWDUCK BAY MINES LIMITED (6/7/76)
RI		CROYDON ROUYN MINES LIMITED (8/9/72)
	*	CRUSADER MINES LIMITED (11/12/71)
	*	CULVER GOLD MINES LIMITED (10/18/76)
	*	CUMBERLAND MINING COMPANY LIMITED (3/10/75)
	*	D'QUINCEY EXPLORERS INC. (4/25/75)
RI		DANIEL DIVERSIFIED LIMITED (10/7/81)
	*	DAYJON EXPLORATIONS AND HOLDINGS LTD. (4/9/75)
RI		DAYTON PORCUPINE MINES LIMITED (10/2/81)
	*	DECADE EXPLORATIONS LIMITED (10/27/77)
	*	DEER HORN MINES LIMITED (7/19/77)
	*	DELMICO MINES LIMITED (9/8/76)
RI		DENGAS EXPLORATIONS & HOLDINGS LIMITED (7/2/80)
RI		DENORE MINES LIMITED (10/30/72)
RI		DEVON RESOURCES LIMITED (6/28/76)
RI		DING-HOW MINES LIMITED (10/12/77)
RI		DIVERSIFIED CREDIT CORPORATION LIMITED (1/28/81)
	*	DIXIE-CAROLINA MINING CORPORATION LIMITED (4/23/75)
	*	DOCANA OILS & MINES LIMITED (2/13/75)
	*	DODGE COPPER MINES LIMITED (8/4/72)
RI		DOLPHIN-MILLER MINES LIMITED (7/13/78)

		DOMINION JUBILEE CORPORATION LIMITED # (3/17/77)
RI		DORION RED LAKE MINES LIMITED (10/18/76)
	*	DOUGRON GOLD MINES LIMITED (2/27/74)
	*	DRAKE YELLOWKNIFE GOLD MINES LIMITED (4/10/75)
RI		DREADNOUGHT INVESTMENTS LIMITED (11/21/80)
	*	DROPE LAKE METALS AND HOLDINGS LTD. (4/9/75)
	*	DRUDE URANIUM MINES LIMITED (3/10/75)
RI		DUFAULT CONTACT MINES LIMITED (9/15/78)
	*	DUMAURIER MINES AND HOLDINGS LTD. (4/9/75)
	*	DUNVEGAN MINES LIMITED (10/12/72)
RI		DYNAMAR ENERGY LIMITED (8/4/810
	*	E.R.I. EXPLORATIONS INC. (12/12/72)
		EAST-WEST INVESTORS LTD. (2/19/73)
RI		EASTVIEW MINES LIMITED (4/9/75)
	*	EDEN INDUSTRIES INTERNATIONAL LTD. (9/19/74)
	*	EL BONANZA MINING CORPORATION LIMITED (11/10/80)
	*	ELK LAKE METALS AND HOLDINGS LTD. (4/9/75)
	*	ELMAC MALARTIC MINES LIMITED (7/7/75)
RI		ELORA GOLD MINES LIMITED (7/22/80)
RI		EMPIRE RESOURCE EXPLORATIONS LTD. (7/22/80)
RI		EQUITABLE MINES LIMITED (8/22/75)
	*	EROS RED LAKE MINES LIMITED (4/14/75)
	*	ESKIMO COPPER MINES LIMITEED (2/14/73)
RI		ESTO MUTUAL FUND (11/20/78)
	*	ETHEL COPPER MINES LIMITED (3/1/73)
RI		EXETER INDUSTRIAL DEVELOPMENTS LIMITED (2/21/74)
	*	FAB METAL MINES LIMITED (12/6/72)
	*	FAIRCOFF ATHABASKA URANIUM MINES LIMITED (4/2/74)
	*	FAIRFAX MINES LIMITED (4/8/75)
	*	FALCON GOLD DEVELOPMENTS LIMITED (4/1/76)
		FALLINGER CORPORATION (5/3/73)
	*	FALLMAC NICKEL MINES LIMITED (10/12/72)
		FANEX RESOURCES LIMITED (4/9/75)
	*	FARMERS' GAS COMPANY LIMITED (6/28/73)
		FARMEX ENTERPRISES INC. (1/9/74)
RI		FELD TEMAGAMI MINES LIMITED (2/4/75)
	*	FERCO MINES LIMITED (4/14/75)
	*	FILE LAKE EXPLORATIONS LIMITED (10/12/72)
	*	FIN-LAN COPPER MINES LIMITED (8/20/71)
RI		FIRECO SALES LIMITED (5/25/81)
	*	FIREFLY MINING CORPORATION LIMITED (11/19/73)
		FIRST C & M REALTY CORPORATION LTD. (11/22/78)
	*	FIRST EASTERN GOLD DEVELOPMENT INC. (4/25/75)
	*	FISSION MINES LIMITED (4/10/74)
RI		FLEMDON LIMITED (4/9/75)
RI		FOREFRONT CONSOLIDATED EXPLORATIONS LTD. (1/13/81)
	*	FORTUNE YELLOWKNIFE MINES LIMITED (9/27/76)
	*	FOSTER LAKE MINES LIMITED (4/8/75)
	*	FOX LAKE MINES LIMITED (10/12/72)
RI		FROBEX LIMITED (8/5/76)
		FRONTIER ACCEPTANCE CORPORATION LIMITED (10/7/80)

	*	FUNDY EXPLORATION LIMITED (12/15/72)
		FUSION TECHNOLOGIES LIMITED (FORMERLY RED ROCK MINES LTD (4/16/81)
		G. B. FONTAINE INTERNATIONAL MINES LIMITED (9/20/74)
	*	G. S. & T. EXPLORATION CO. LIMITED (4/14/75)
	*	GALEX MINES LIMITED (10/8/75)
RI		GAMBIT CONSOLIDATED EXPLORATIONS LTD. (1/13/81)
	*	GAN COPPER MINES LIMITED (5/8/75)
	*	GANDA SILVER MINES LIMITED (4/18/73)
	*	GARSKIE GOLD MINES LIMITED (4/10/74)
		GASPE PARK MINES LIMITED (7/17/72)
	*	GAVAN MINES LIMITED (4/14/75)
RI		GCL GRAPHIC COMMUNICATIONS LIMITED (8/4/77)
RI		GENERAL GAS & OIL COMPANY LIMITED (2/2/79)
		GENEVA CAPITAL VENTURES INC. (4/9/75) (formerly STACKPOOL ENTERPRISES LTD.)
RI		GENEVA METALS INCORPORATED (4/25/77)
	*	GEO-PAX MINES LIMITED (9/15/72)
	*	GEO-SCIENTIFIC PROSPECTORS LIMITED (3/13/75)
	*	GEORGIA LAKE MINES LIMITED (2/28/73)
	*	GEORGIAN PEAKS RESORTS LIMITED (3/9/76)
RI		GERIDO LAKE MINES LIMITED (2/13/75)
RI		GERMAN HOUSE TORONTO, INC. (6/24/81)
RI		GERRARD REALTY INCORPORATED (8/26/80)
	*	GLADE EXPLORATIONS LIMITED (5/20/75)
	*	GLENARUM MINING EXPLORATIONS LIMITED (9/26/77)
	*	GLOBE EXPLORATION & MINING COMPANY LIMITED (5/4/72)
	*	GODBEAU PORCUPINE MINES LIMITED (10/15/76)
	*	GOLD HAWK EXPLORATION LIMITED (10/12/72)
		GOLDALE ACCEPTANCE LIMITED (10/2/72)
RI		GOLDEN AGE MINES LIMITED (3/1/73)
	*	GOLDEN ALGOMA METALS AND HOLDINGS LTD. (4/9/75)
RI		GOLDEN ARM MINES LIMITED (7/13/78)
RI		GOLDEN SATURN OIL & GAS LIMITED (8/12/80)
	*	GOLDEN SHORE MINES LIMITEED (11/30/73)
	*	GOLDMASTER MINES LIMITED (11/22/71)
	*	GOLDRIM MINING COMPANY LIMITED (4/8/75)
	*	GOLDSTAR EXPLORATIONS AND INVESTMENTS LTD. (4/9/75)
	*	GOLDYKE MINES LIMITED (10/15/74)
RI		GOTHIC MINES & OILS LIMITED (4/8/81)
RI		GOVERNOR GOLD MINES LIMITED (4/9/75)
RI		GOZLAN BROTHERS LIMITED (5/19/76)
	*	GRADORE MINES LIMITED (2/13/73)
	*	GRAND CANADIAN MINING CORPORATION LIMITED (10/10/72)
	*	GRANDEX EXPLORATION & INVESTMENT COMPANY LIMITED (1/24/74)
RI		GRAY INDUSTRIES INC. (4/28/72)
	*	GREAT BASIN METAL MINES LIMITED (1/28/72)
	*	GREAT LAURIER URANIUM MINES LIMITED (1/12/72)
	*	GREAT PINE MINES LIMITED (4/11/73)
RI		GREAT WEST MINING & SMELTING CORPORATION LIMITED (1/9/74)
	*	GREATER THUNDER BAY GROWTH FUND LIMITED (9/17/74)
	*	GREEN POINT MINES LIMITED (9/6/74)

RI		GREENSKEEPER INC., THE (3/6/78)
	*	GUI-POR URANIUM MINES & METALS LIMITED (8/25/75)
		GUISTINI STEAK HOUSE LIMITED (5/17/78)
	*	GULF LEAD MINES LIMITED (8/15/74)
RI		H. G. YOUNG MINES INTERNATIONAL LIMITED (1/14/74)
	*	H. K. EXPLORATIONS LIMITED (3/13/75)
	*	HALLNOR MINES LIMITED (11/4/74)
	*	HALPORT MINES LIMITED (10/10/72)
	*	HALREEN MINES LIMITED (11/13/73)
	*	HAMILTON HASTINGS LIMITED (2/7/73)
	*	HARDIMAN BAY MINES LIMITED (10/13/72)
	*	HATHAWAY METAL MINES LIMITED (4/9/73)
	*	HEADWATER MINES LIMITED (10/13/76)
	*	HEATH GOLD MINES LIMITED (10/10/72)
	*	HEATHRIDGE MINES LIMITED (1/12/72)
	*	HERCULES URANIUM MINES LIMITED (9/28/72)
	*	HI-LITE URANIUM EXPLORATIONS LIMITED (11/16/71)
	*	HIGHBANK METALS AND HOLDINGS LTD. (4/9/75)
RI		HODDEN-GREY INC. (7/14/78)
	*	HOLLINGSWORTH IRON MINES LIMITED (7/4/74)
RI		HOMCO INDUSTRIES LIMITED (8/29/77)
RI		HOTSTONE MINERALS LIMITED (7/6/77)
		HOWIE CONTROLS (CANADA) LIMITED (9/18/75) (formerly BENVAN MINES LIMITED)
	*	HUCLIF PORCUPINE MINES LIMITED (9/17/73)
RI		HUDSON BAY MOUNTAIN SILVER MINES LTD. (4/9/75)
		HUEY'S INTERNATIONAL FRANCHISING SYSTEMS, (CANADA) INC. (11/4/80)
		HUEY'S INTERNATIONAL FRANCHISING SYSTEMS, INC. (11/4/80)
		HUMBLEFORD EXPLORATION AND INVESTMENTS LTD. (4/9/75)
	*	HUNCH MINES LIMITED (8/22/75)
RI		HURON BRUCE MINES LIMITED (10/17/72)
		HY-TOWER MINES INC. (5/16/79)
RI		HYTEC ELECTRONICS LIMITED (12/6/71)
RI		I.O.S. LTD. (7/2/71)
	*	IDEAL BAY EXPLORATIONS LIMITED (5/8/75)
		IDEAL ENERGY COMPANY INC. (UTAH) (5/22/81)
RI		IMPERIAL GENERAL PROPERTIES LIMITED (6/27/79)
	*	IN-PLACE ELECTRONICS LIMITED (2/28/73)
RI		INDIGO INTERNATIONAL & ASSOCIATES (MAY 15/81)
RI		INDUSTRIONICS (CANADA) LIMITED (2/14/80)
RI		INORE GOLD MINES LIMITED (9/30/76)
RI		INTER-TECH RESOURCES LTD. (8/21/75)
RI		INTERNATIONAL BASLEN ENTERPRISES LIMITED (11/15/74)
	*	INTERNATIONAL CERAMIC MINING LIMITED (6/28/73)
RI		INTERNATIONAL CHEMALLOY CORPORATION (2/27/75)
RI		INTERNATIONAL HALLIWELL MINES LIMITED (6/29/72)
	*	INTERNATIONAL KENVILLE GOLD MINES LIMITED (5/9/74)
RI		INTERNATIONAL NORVALIE MINES LIMITED (12/7/77)
		INTERNATIONAL OBASKA MINES LIMITED (12/19/80)
RI		INTERNATIONAL PHOENIX CAPITAL CORP. (11/19/80)
		INTERNATIONAL VIDEO CASSETTE SYSTEMS INC. (4/9/75)

* INVICTA EXPLORATIONS LIMITED (10/2/75)
IRONCO MINING & SMELTING LIMITED (6/12/75)
ISEC CANADA LTD. (6/29/77)
IVEY MEDICAL SYSTEMS LIMITED (2/2/78)
* IXPACO INDUSTRIES LIMITED (11/29/73)
J. D. CARRIER SHOE COMPANY LIMITED (23/4/81)
* JACMAR EXPLORATIONS LIMITED (6/9/75)
* JACOBUS MINING CORPORATION LIMITED (9/28/72)
* JACOLA MINES LMITED (9/18/72)
* JAHALA LAKE MINES LIMITED (6/26/75)
* JAMAICAN MINING LIMITED (7/18/75)
* JANDON MINES LIMITED (12/29/71)
* JANUS EXPLORATIONS LIMITED (12/15/77)
* JAYE EXPLORATIONS LIMITED (10/10/72)
JEAN LAKE LITHIUM MINES LIMITED (7/28/75)
* JESPERSEN-KAY SYSTEMS LIMITED (11/13/72)
* JILBIE MINING COMPANY LIMITED (6/6/72)
* JOGRAN MINES LIMITED (8/9/73)
* JOLLOCO EXPLORATION LIMITED (1/21/72)
JOLLY JUMPER PRODUCTS OF AMERICA LIMITED (2/13/75)
JOUBI MINING CORPORATION LIMITED (8/16/76)
* JUBILANT EAGLE HOLDINGS AND EXPLORATIONS LTD. (4/9/75)
* JUMA MINING & EXPLORATION LIMITED (5/4/72)
K.C.R. INVESTMENTS LTD. (5/29/81)
* KARDAR CANADIAN OILS LIMITED (11/20/73)
* KAYMO MINERALS LIMITED (10/10/72)
KEEN INDUSTRIES LIMITED (6/26/79)
* KEITH-DAY LIMITED (7/4/74)
* KEITHGOLD MINES LIMITED (9/23/76)
* KELTIC MINING CORPORATION LIMITED (3/8/76)
* KENDON COPPER MINES LIMITED (9/28/72)
KENILWORTH MINES LIMITED (11/22/74)
* KENN HOLDINGS & MINING LIMITED (6/21/71)
KENSINGTON CO-OPERATIVE APARTMENTS LIMITED (10/14/70)
* KENTLAKE GOLD MINES LIMITED (7/4/74)
* KIDD COPPER MINES LIMITED (10/19/71)
KILLARNEY OIL & GAS DEVELOPMENT COMPANY LIMITED (8/17/71)
KILLARNEY OIL AND RESOURCES LTD. (2/21/80)
* KIMBERLITE MINING CORPORATION LIMITED (10/2/72)
* KING ISLAND MINES LIMITED (2/28/73)
KING KIRKLAND GOLD MINES LIMITED (4/25/77)
KINGBRIDGE MINES LIMITED (7/4/74)
* KINGDOM MINERALS LIMITED (4/25/75)
KLONDIKE YUKON MINING COMPANY (8/14/69)
* KREFELD GRAPHITE FOLD MINES LIMITED (7/30/75)
KUKATUSH MINING CORPORATION (1960) LTD. (4/29/75)
LA-CHIB MINES LIMITED (8/13/81)
LA COMPAGNIE MINIERE DE L'UNGAVA LIMITEE (12/6/71)
LABARRE EXPLORATIONS LIMITED (11/1/78)
* LAKE BEAVERHOUSE MINES LIMITED (4/9/75)
* LAKE GEORGE MINES LIMITED (8/29/73)

	*	LAKE KOZAK MINES LIMITED (1/21/72)
	*	LAKE-OSU MINES LIMITED (8/16/76)
RI		LAKEX MINES LTD. (6/11/80)
	*	LANGLEY'S LIMITED (10/18/73)
	*	LANSDOWNE EXPLORATIONS LIMITED (4/9/75)
	*	LAROMA MIDLOTHIAN MINES LIMITED (9/3/76)
	*	LEBON GOLD MINES LIMITED (8/3/73)
	*	LECOPA MINES LIMITED (7/15/74)
	*	LEESA METALS AND HOLDINGS LIMITED (4/9/75)
	*	LENMAC MINES LIMITED (9/28/72)
	*	LEVACK MINES LIMITED (7/12/77)
	*	LIDO METALS AND HOLDINGS LIMITED (4/9/75)
	*	LIFE INVESTORS INTERNATIONAL LIMITED (3/1/74)
RI		LINGSIDE COPPER MINING COMPANY LIMITED (3/25/81)
	*	LINLAND EQUIPMENT SALES LIMITED (8/19/75)
	*	LITTLE HATCHET MINERALS LIMITED (9/28/72)
RI		LOBO MINES & EXPLORATIONS LTD. (11/25/80)
	*	LODE METALS AND HOLDINGS LIMITED (4/9/75)
		LONDON COMMODITY OPTIONS (3/22/77)
RI		LONE PINE RESOURCE EXPLORATIONS LIMITED (6/18/81)
RI		LONMED HOLDINGS LTD (5/6/81)
RI		LORD'S CHEMISTS LIMITED (4/11/74)
RI		LORNCO EXPLORATIONS LIMITED (8/18/78)
RI		LOST RIVER MINING CORPORATION (6/17/80)
RI		LUMSDEN BUILDING CORPORATION INC., THE (7/22/80)
RI		LUXOR RED LAKE MINES LIMITED (1/6/81)
	*	LYNBAR MINING CORPORATION LIMITED (3/1/74)
	*	LYNX YELLOWKNIFE GOLD MINES LIMITED (11/21/72)
	*	MACKBUCK RED LAKE GOLD MINES LIMITED (2/11/74)
RI		MAGI GOLD MINES LIMITED (5/5/81)
RI		MAGISTER MINING CORPORATION LIMITED (3/1/74)
	*	MAGNA CARTA FUND LIMITED (9/18/72)
	*	MAGOMA MINES LIMITED (10/10/72)
		MALARTIC HYGRADE GOLD MINES (CANADA) LIMITED # (1/6/77)
	*	MANATAW GOLD MINES LIMITED (7/11/73)
	*	MANBAR EXPLORATIONS LIMITED (8/10/78)
	*	MAPLE FILM CORPORATION LIMITED (8/8/74)
RI		MARACAMBEAU MINES LIMITED (9/2/77)
RI		MARALGO MINES LIMITED (11/16/76)
RI		MARCHE UNION INC. (2/13/75)
	*	MARIA MINING CORPORATION LIMITED (11/21/73)
RI		MARICANA ENTERPRISES LIMITED (12/6/71)
	*	MARTIN-BIRD GOLD MINES LIMITED (3/22/73)
	*	MARVEL MINERALS LIMITED (10/10/72)
RI		MASONIC TEMPLE CORPORATION LIMITED (6/3/80)
	*	MASTER METALS CORPORATION (MINING) LIMITED (8/29/75)
	*	MATADOR MINES LIMITED (4/9/75)
RI		MATT BERRY MINES LIMITED (11/2/79)
RI		MAVERICK URANIUM EXPLORATIONS INC. (5/20/80)
RI		MAXIMUM ACCEPTANCE CORPORATION LIMITED (5/29/74)
	*	MAYCOR MINES LIMITED (1/9/74)

RI MAYDAY MINES LIMITED (10/5/79)
RI MAYFAIR RESOURCES & DEVELOPMENTS LIMITED (4/21/81)
RI MAYLAC GOLD MINES LIMITED (5/5/80)
* MCCAFFERTY LAKE EXPLORATIONS INC. (8/25/81)
McLEAN FUTURES FUND II (11/25/80)
* McMARMAC RED LAKE GOLD MINES LIMITED (4/15/77)
RI MEDLON SMALL BUSINESS DEVELOPMENT LTD (5/6/81)
RI MELCHERS DISTILLERIES LTD. (3/14/77)
* MELVILLE INDUSTRIES & HOLDINGS LIMITED (7/29/77)
RI MERCANTILE GUARDIAN GROUP LTD. (4/9/75)
* METALHAWK MINING LIMITED (4/9/75)
RI MID-NORTH ACCEPTANCE LIMITED (7/13/76)
* MID-NORTHERN EXPLORATION LIMITED (11/3/72)
* MID-PATAPEDIA MINES LIMITED (3/6/78)
* MIJA MINES LIMITED (6/27/77)
RI MILGER INVESTMENT & DEVELOPMENT CORPORATION LIMITED (4/18/80)
RI MILL CREEK EXPLORATION LIMITED (5/5/80)
* MILL HILL LIMITED (7/22/75)
* MILL ROCK MINES LIMITED (1/14/74)
* MILLBANK MINERALS LIMITED (12/6/71)
* MILLERFIELDS SILVER CORPORATION LIMITED (10/10/72)
* MILLMORE PRODUCTS LIMITED (2/4/72)
* MILMAR-ISLAND METALS AND HOLDINGS LTD. (4/9/75)
RI MILNER CONSOLIDATED SILVER MINES LTD. (6/10/81)
RI MILTON GROUP LTD. (4/9/75)
RI MINAKI GOLD MINES LIMITED (5/5/81)
MINEFINDERS CORPORATION LIMITED # (7/14/77) (formerly TWENTIETH CENTURY EXPLORATIONS INC.)
* MINNITAKI IRON RANGE LIMITED (11/6/74)
* MINTO HILL MINES LIMITED (4/9/75)
* MIRO MINES LIMITED (10/22/73)
* MOBIKO MINES LIMITED (10/17/74)
* MOBILEX DEVELOPMENT CORPORATION LIMITED (11/16/76)
RI MODERN OVA TRENDS LIMITED (6/3/80)
* MOGAR MINES LIMITED (12/6/71)
RI MOHAWK INDUSTRIES LIMITED (1/11/78)
* MONARCH GOLD MINES LIMITED (9/28/72)
RI MONARCH WEAR LTD. (24/8/81
MONEX INTERNATIONAL, LTD. (10/11/74)
RI MONPRE IRON MINES LIMITED (9/30/77)
* MONTEGO MINES LIMITED (2/4/72)
RI MONTEREY PETROLEUM CORPORATION (1971) LTD. (6/19/78)
RI MORELAND-LATCHFORD PRODUCTIONS LIMITED (2/15/78)
RI MOUNTAINVIEW EXPLORATION INC. (6/24/81)
(FORMERLY SUPERIOR COPPER MINES LIMITED)
RI MULTI-MINERALS LIMITED (10/3/80)
RI MUNTZ CANADA LIMITED (8/4/77)
* MURMAC LAKE ATHABASKA MINES LIMITED (8/21/74)
* NEALON MINES LIMITED (3/1/74)
* NEW AMBASSADOR DEVELOPMENTS LTD. (4/9/75)
RI NEW CAYZOR ATHABASKA MINES LIMITED (5/6/80)

RI		NEW FAR NORTH EXPLORATION LIMITED (8/1/72)
	*	NEW FEDERAL CHIBOUGAMAU MINES LIMITED (5/20/75)
RI		NEW FORCE CRAG MINES LIMITED (1/16/80)
	*	NEW HOPE PORCUPINE GOLD MINES LIMITED (5/2/75)
	*	NEW HOSCO MINES LIMITED (3/1/77)
	*	NEW JASON MINES LIMITED (8/4/72)
	*	NEW NORQUE MINES LIMITED (10/30/72)
	*	NEW PICTON URANIUM MINES LIMITED (5/17/73)
	*	NEW POTTERDOAL MINES LIMITED (5/25/73)
RI		NEW ROUYN EXPLORATION COMPANY LIMITED (7/15/74)
RI		NEW UNISPHERE RESOURCES LTD. (11/8/77)
	*	NEW UNITED SALT MINES LIMITED (1/22/73)
RI		NEW YARANDRY LIMITED (6/6/79)
	*	NEWORE DEVELOPMENTS LIMITED (11/9/76)
	*	NICOHAL MINES LIMITED (4/30/73)
	*	NIGHTLEN MINES LIMITED (8/1/72)
RI		NOR-WEST KIM RESOURCES LTD. (12/14/71)
	*	NORDIC INDUSTRIES LIMITED (9/6/74)
RI		NORDORE MINING CO LTD. (10/21/77)
RI		NORLAC EXPLORATIONS LIMITED (5/5/81)
	*	NORMALLOY EXPLORATIONS AND HOLDINGS LTD. (4/9/75)
	*	NORPAX NICKEL MINES LIMITED (10/29/73)
	*	NORTH BRIAR MINES LIMITED (1/28/72)
RI		NORTH POINT EXPLORATIONS LIMITED (4/9/75)
	*	NORTH ROCK EXPLORATIONS LIMITED (6/16/77)
RI		NORTHERN ATLAS EXPLORERS LIMITED (9/17/74)
	*	NORTHGLEN PETROLEUMS LIMITED (5/18/76)
RI		NORTHIM MINES INC. (7/17/79)
	*	NORTHMOUNT MINING CORPORATION LIMITED (9/18/72)
	*	NORTHOLT MINING CORPORATION LIMITED (12/6/71)
	*	NRG RESOURCES INC. (12/1/76)
RI		ONTARIO TEACHERS MORTGAGE FUND (12/5/79)
	*	ORVALLEY GOLD MINES LIMITED (11/22/74)
RI		OSF INDUSTRIES LIMITED (5/19/77)
	*	OSSINGTON METALS AND HOLDINGS LTD. (4/9/75)
RI		P.E.P PROFESSIONAL & ENGINEERED PATENTS LTD. (3/2/73)
RI		PAC EXPLORATIONS LIMITED (12/15/80)
RI		PAN-ORE GOLD MINES LIMITED (8/4/81)
	*	PANACEA MINING & EXPLORATION LIMITED (8/12/71)
	*	PARAMAQUE MINES LIMITED (1/6/72)
	*	PARK PRECIOUS METALS INCORPORATED (10/22/75)
	*	PARKDALE METALS AND HOLDINGS LTD. (4/9/75)
RI		PARKVIEW LODGE APARTMENTS LIMITED (3/13/79)
	*	PARLIAMENT MINES LIMITED (2/28/73)
	*	PARR MINES LIMITED (7/23/76)
	*	PARTRIDGE RIVER MINES LIMITED (1/6/72)
	*	PASCAR DEVELOPMENT CORPORATION LIMITED (6/10/71)
RI		PATRICIA SILVER MINES LIMITED (9/8/77)
	*	PAUDASH MINES LIMITED (10/3/72)
	*	PAULPIC GOLD MINES LIMITED (7/26/74)
RI		PELHAM GOLD MINES LIMITED (7/15/80)

	*	PENROSE GOLD MINES LIMITED (11/26/75)
RI		PERE MARQUETTE PETROLEUMS LIMITED (1/24/74)
RI		PERMANENT ACCEPTANCE CORPORATION LIMITED (6/19/75)
RI	#	PETROL OIL AND GAS LIMITED, THE (11/2/81)
RI		PEYTO OILS LTD. (6/15/81)
	*	PICKERING METALS MINES LIMITED (8/1/72)
RI		PICKTEX MINING & INVESTMENTS LIMITED (5/25/73)
RI		PLENO MINES LIMITED (8/9/79)
	*	PLYDOM CORPORATION LIMITED (3/5/74)
	*	POLYPUMP LIMITED (10/30/78)
RI		POMAC MINES LIMITED (10/27/75)
	*	PONTIFF MINING LIMITED (8/21/74)
	*	PORCUPINE GOLDTOP MINES LIMITED (1/10/77)
RI		POWER EXPLORATIONS & HOLDINGS LIMITED (7/11/78)
RI		PREMIUM IRON ORES LIMITED (9/9/77)
	*	PRIMROCK MINING & EXPLORATION LIMITED (2/11/72)
RI		PRO AIR SYSTEMS (1972) INC. (2/22/78)
	*	PROCESS MINERALS LIMITED (10/29/76)
RI		PROTEA DEVELOPMENTS LIMITED (4/9/75)
	*	PROUDEARTH EXPLORATIONS INC. (4/25/75)
RI		PYTHON RESOURCES AND INVESTMENT CORPORATION (6/3/80)
	*	QUADRATE EXPLORATIONS LIMITED (10/17/74)
	*	QUINCY CREEK MINES LIMITED (9/27/74)
	*	RADEX MINERALS LIMITED (9/4/74)
RI		RADIO ENGINEERING PRODUCTS LIMITED (3/9/76)
	*	RADIO HILL MINES COMPANY LIMITED (9/18/72)
	*	RAGGED CHUTE SILVER MINES LIMITED (8/20/71)
	*	RAINY LAKE MINING, LIMITED (6/12/75)
RI		RAMARDO MINES LIMITED (7/29/77)
	*	RAMBLER EXPLORATION COMPANY LIMITED (5/28/74)
	*	RANCHERIA MINING COMPANY LIMITED (6/27/72)
RI		RAND REEF MINES LIMITED (11/14/78)
	*	RAYVILLE MATHESON ASBESTOS LIMITED (6/4/75)
		RE-MOR INVESTMENT MANAGEMENT LIMITED (4/24/80)
		REDCOAT MINES LIMITED (4/9/75)
	*	REDWOLF GOLD MINES LIMITED (9/23/76)
	*	REETA EXPLORATIONS LIMITED (1/30/74)
	*	REFORD MINES LIMITED (5/26/75)
RI		RENGOLD MINES LIMITED (2/18/76)
	*	REVERE MINING CORPORATION LIMITED (1/24/73)
	*	REXDALE MINES LIMITED (9/18/72)
RI		RHYOLITEE ROUYN MINES LIMITED (10/26/76)
		RIAL FINANCIAL CORPORATION (4/9/75)
	*	RICBAN MINES LIMITED (3/9/76)
		RICH-TOP MILLING INC. (5/16/79)
	*	RICHGLEN MINES LIMITED (4/30/74)
RI		RIDLEY URANIUM MINES (CANADA) LIMITED (5/18/76)
	*	ROCKY PETROLEUMS LIMITED (8/13/73)
	*	ROCKZONE MINES LIMITED (10/18/76)
	*	RODNEY GOLD MINES LIMITED (8/8/75)
		ROLARTIC MINES LIMITED (4/9/75)

	*	ROLLEX MINES LIMITED (6/4/75)
RI		ROMA LAKE GOLD MINES LIMITED (9/23/76)
	*	ROMANET LAKE MINES LIMITED (5/26/75)
	*	ROMEX MINES & EXPLORATIONS LIMITED (1/5/76)
	*	RONDA COPPER MINES LIMITED (9/1/77)
RI		ROYAL MINING CORPORATION (12/23/74)
	*	RUTTAN LAKE EXPLORATIONS LTD. (4/9/75)
RI		RYANOR MINING COMPANY LIMITED (8/16/79)
RI		S.M.A. (SOCIETE de MATHEMATIQUES APPLIQUEES) INC. (10/27/80)
	*	SAKFIELD MINES AND INVESTMENTS LIMITED (5/26/75)
		SANDY'S (7/15/74)
		SANDY'S BREEDERS LTD. (7/15/74)
		SANDY'S COOPERATIVE ASSOCIATION (7/15/74)
RI		SANTACK MINES LIMITED (6/3/71)
RI		SAPAWE GOLD MINES LIMITED (8/11/72)
	*	SARIMCO MINES LIMITED (8/11/72)
	*	SASKOBA MINES INC. (5/27/74)
	*	SATINCO MINING CORPORATION (1/24/75)
RI		SCARBORO PRODUCERS MARKET LIMITED (6/23/72)
	*	SCIMINEX LIMITED (8/15/74)
	*	SCOTIA MINES LIMITED (12/15/72)
RI		SCOTT-LASALLE LTEE (8/14/80)
	*	SCU INDUSTRIES LIMITED (1/10/77)
	*	SENTRY PETROLEUMS LIMITED (4/10/74)
	*	SEPTEMBER MT. COPPTER MINES LIMITED (12/15/71)
	*	SHADRACK MINING LIMITED (4/25/75)
	*	SHAWMIN CONSOLIDATED LTD. (9/23/77)
	*	SHAYNEE CONSOLIDATED METALS AND HOLDINGS LIMITED (4/9/75)
	*	SHEBA MINES LIMITED (9/4/74)
	*	SHEFFIELD IRON MINES LIMITED (6/25/75)
	*	SHEROOMAC MINING CORPORATION LIMITED (2/19/76)
	*	SHEWAN COPPER MINING CORPORATION LIMITED (8/11/72)
RI		SHILO MINES LIMITED (9/9/80)
RI		SILVER BAR MINES LIMITED (12/13/76)
	*	SILVER HOARD MINES LIMITED (4/30/74)
	*	SILVER LAKE MINES LIMITED (4/10/74)
	*	SILVER ORE ZONE MINES LIMITED (5/26/75)
	*	SILVER SHIELD MINES INC.(11/6/72)
	*	SILVER TOWER MINES LIMITED (3/13/73)
	*	SILVER-MEN MINES LIMITED (2/22/74)
	*	SIRMAC MINES LIMITED (10/30/72)
RI		SLATE BAY GOLD MINES LIMITED (4/12/77)
	*	SMITH COBALT MINES LIMITED (7/24/73)
		SOGEVEX INC. (2/20/81)
	*	SOLAR EXPLORATION LIMITED (2/13/73)
	*	SOLID SILVER METALS AND HOLDINGS LIMITED (4/9/75)
	*	SOLOMON'S PILLARS MINES LIMITED (12/15/71)
	*	SOUTH EASTERN GAS AND OIL COMPANY LIMITED (1/25/77)
	*	SOUTH SEAS MINING LIMITED (10/29/73)
RI		SOUTH SHORE GOLD MINES LIMITED (7/11/78)
	*	SOUTHMARK PETROLEUMS LIMITED (5/27/74)

* SPACE-PAK INTERNATIONAL LIMITED (12/6/71)
SPANEX RESOURCES LIMITED (4/6/81)
* SPANISH RIVER MINES LIMITED (12/15/71)
* SPORRAN MINES LIMITED (10/3/72)
SPRING CHEMICALS LIMITED (6/11/79)
* SQUALL LAKE GOLD MINES LTD. (8/25/81)
ST. ANTHONY REALTY COMPANY LIMITED (10/25/74)
ST. MARY'S EXPLORATIONS LIMITED (6/11/80)
* STACKPOOL MINING & HOLDING CORPORATION LIMITED (1/24/73)
STANLEY CASSIUS SANDERSON (7/15/74)
STARMARK INDUSTRIES INC. (5/21/81)
STEREOSCOPICS INC. (5/13/81)
* STORMY MINES LIMITED (9/18/72)
STREAMSIDE MINES INC. (12/21/78)
STUMP MINES LIMITED (11/8/77)
* STURDY MINES LIMITED (6/16/77)
* SUBEO LIMITED (9/4/74)
SUDBURY ANGORA CO-OPERATIVE INC. (12/6/79)
* SUDNOR MINING COMPANY LIMITED (8/8/75)
* SUN BEAR MINES LIMITED (9/19/74)
* SUPERIOR ACID & CHEMICAL LIMITED (9/6/74)
SUPERIOR ELECTRONICS INDUSTRIES LTD. (10/5/79)
* SUPERSTAR PETROLEUMS LTD. (10/15/74)
* SURGE MINES LIMITED (4/25/75)
* SWEEPCO INDUSTRIES INC. (11/30/77)
SYMBIONICS SYSTEMS LIMITED (12/6/71)
* SYSTEMS AIR CORPORATION LIMITED (8/29/73)
* TABOR LAKE GOLD MINES LIMITED (6/12/75)
* TARTAN LAKE GOLD MINES LIMITED (8/30/76)
TECHNICAL RESOURCES INC. (6/7/74)
TECHNISCAN SYSTEMS LIMITED (1/10/77)
TECKORA MINES LIMITED (4/6/81)
* TECO MINES AND OILS LIMITED (12/20/74)
TEDDY BEAR VALLEY MINES LIMITED (12/15/76)
* TERN LAKE MINES LIMITED (8/9/72)
* TERRA RICHE MINES LIMITED (11/22/71)
* TERREX MINING COMPANY LIMITED (2/11/74)
TEXORE MINES LIMITED (6/2/77)
THUNDERHEAD GOLD MINES LIMITED (7/30/75)
* TIPUANI GOLD MINES LIMITED (1/27/75)
TITAN IRON MINES LIMITED (12/13/76)
* TITUS MINING AND EXPLORATIONS LIMITED (8/15/74)
TOMROSE MINES LIMITED (7/6/77)
TORMONT MINES LIMITED (8/9/72)
* TRANS-AMERICAN MINING CORPORATION LIMITED (10/26/76)
* TRANSCONA EXPLORATIONS LIMITED (8/1/72)
* TRANSGLOBAL FINANCIAL SERVICES LIMITED (7/12/73)
TRAVCOM INC. (5/8/78)
* TRENTON GAS AND OIL LIMITED (1/5/76)
* TRESDOR LARDER MINES LIMITED (12/17/74)
TRI-BRIDGE CONSOLIDATED GOLD MINES LIMITED (4/6/81)

RI		TRIHOPE RESOURCES LIMITED (6/5/72)
	*	TRILLER METALS & HOLDINGS LIMITED (4/9/75)
	*	TRIMAR HOLDINGS AND EXPLORATIONS LTD.,THE (4/9/75)
		TWENTIETH CENTURY EXPLORATIONS INC. # (7/14/77) (now MINEFINDERS CORPORATION LIMITED)
	*	UNITED AUTOMATIC VENDING LIMITED (3/1/74)
RI		UNITED DUVEX OILS & MINES LIMITED (7/12/78)
RI	#	UNIVERSAL EXPLORATIONS LIMITED (11/2/81)
RI		UNIVERSAL SECTIONS LIMITED (9/1/81)
		UPPER CANADA INVESTMENTS LIMITED (10/30/75)
	*	URANIUM RIDGE MINES LIMITED (7/23/76)
RI		UTAH LARDER GOLD MINES LIMITED (7/16/74)
	*	UTOPIA MINING AND HOLDING CORPORATION LTD. (4/9/75)
RI		VAL NOR EXPLORATION LIMITED (11/14/78)
RI		VALLEE LITHIUM MINING CORPORATION LIMITED (1/5/76)
	*	VALRAY EXPLORATIONS LIMITED (4/10/75)
	*	VANDOO CONSOLIDATED EXPLORATIONS LIMITED (8/29/75)
	*	VANESSA URANIUM MINES LIMITED (4/9/75)
RI		VANGUARD FUND (10/4/79)
	*	VENCAP INVESTMENTS LIMITED (11/6/75)
RI		VENUS MINES LTD. (5/26/72)
	*	VERMONT MINES LIMITED (1/15/76)
	*	VIANOR MALARTIC MINES LIMITED (8/23/76)
	*	VICTORIA ALGOMA MINERALS COMPANY LIMITED (3/29/72)
RI		VICTORIA MANOR LIMITED (2/19/76)
RI		VILLAGER SHOE SHOPPES (CANADA) LTD., THE (7/27/77)
RI		VILLE MARIE EXPLORATION LIMITED (10/27/80)
	*	VILLEMAQUE GOLD MINES LIMITED (12/9/75)
	*	VIMY GOLD MINES LIMITED (9/23/74)
	*	VISCOUNT PETROLEUMS LIMITED (5/27/74)
	*	VOLCANIC MINES LIMITED (2/13/73)
		W. J. PELLIZZON INVESTMENTS INC. (5/12/81)
RI		WADGE MINES LIMITED (7/12/78)
	*	WAKEHAM BAY MINES LIMITED (9/20/76)
RI		WARDEAN DRILLING CO. LIMITED (8/26/80)
RI		WARWICK UNIVERSAL LIMITED (6/12/78)
RI		WAYFAIR EXPLORATIONS LIMITED (12/8/77)
	*	WEE-GEE URANIUM MINES LTD. (12/6/71)
RI		WERNER LAKE NICKEL MINES LIMITED (10/3/72)
RI		WESDEL PORCUPINE GOLD MINES LIMITED 7/12/79)
	*	WESLEY MINES LIMITED (10/10/72)
		WESTERN ALLENBEE OIL & GAS COMPANY LIMITED (6/29/78)
		WESTERN ONTARIO CREDIT CORPORATION LIMITED (5/14/74) (2/9/81)
		WESTERN PACIFIC GOLD AND SILVER EXCHANGE (12/17/74)
	*	WESTERN TIN MINES LIMITED (10/3/72)
	*	WESTWIND EXPLORATIONS LIMITED (3/8/76)
	*	WHITE BRIDGE MINES LIMITED (2/11/72)
RI		WHITE-GUYATT MINING COMPANY LTD. (2/19/76)
		WHITEROCK INDUSTRIES LIMITED (4/12/78)
RI		WILSHIRE OIL COMPANY OF TEXAS (10/20/77)
	*	WILSON RED LAKE GOLD MINES LIMITED (8/4/72)

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	*	WINCHESTER EXPLORATION LIMITED (1/27/76)
RI		WINDSOR COURT INVESTMENTS (6/27/80)
RI		WOODVILLE MINES LIMITED (1/18/79)
		XANTREX MANAGEMENT CORPORTION (12/24/74)
	*	YELLOWKNIFE BASE METALS LIMITED (8/1/72)
		YOUNG-SHANNON GOLD MINES LIMITED (7/18/77)
		YUKON WOLVERINE MINING COMPANY (8/14/69)
RI		ZULAPA MINING CORPORATION LIMITED (3/9/76)
	*	ZURICH EXPLORATIONS LIMITED (4/9/75)

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol	- Securities are beneficially owned directly.
Symbol #1	- The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol	- purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, Matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ABITIBI-PRICE INC	Common	John A Tory	D	Nov/81		65		3350
ACTION TRADERS INC	Common	George J Tutsch	D					
		Amended		Apr/81			1000	---
		PTJ Investments Ltd		Apr/81	1		4000	
				May/81	1		6000	55000
ALBERTA ENERGY COMPANY LTD, THE	Common	Province of Alberta	B	Oct/81		15375		22745627
ALBERTA NATURAL GAS COMPANY LIMITED	Common	Carl O Nickle	DB	Oct/81		200		35100
		Conventures Limited		Oct/81	1	19400		1249400
AMERACRUDE INTERNATIONAL INC	Common	James T Riley	D	Jul/81			20000	120063
		Riley Holdings Limited		--	1			400000
AMERADA HESS CORPORATION	Common	Peter A Dysert	S	Jul/81			7000	9498
AMPAL-AMERICAN ISRAEL CORPORATION	Class A	Bank Hapoalim B M	B					
		Private Purchase		Sept/81		147510		1045456
AMTELECOM INC	Common	Ronald Bradfield	D	Oct/81		10		240
		Donald W C Brent	D	Oct/81		30		885
		RSP		--	1			340
		I B Cowan	D	Oct/81		10		1160
		Robert G Howey	D	Oct/81		10		110
		Donald W Ingram	D	Oct/81		1010		3580
		Hulme H Pattinson	D	Oct/81		10		24350
		Louis Toth	D	Oct/81		10		235

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ANDOVER RESOURCES LTD	Common	David D Martin	DS	Sept/81		16		17201
ARCTURUS SMALL BUSINESS DEVELOPMENT LIMITED	Common	District Trust Company	B	Oct/81		30		
				Oct/81		26		4016
	Class A	District Trust Company	B	Oct/81		30		
				Oct/81		26		4049
ASAMERA INC	Debentures	Donald H Buchholz	S	Oct/81	R		$71881	---
ATLANTIC RICHFIELD COMPANY	Common	Clifford R Hepper	S	--				2618
		Thrift Plan		Jun/81	1	359		2445
		Thornton F Bradshaw	D	Jun/81	M	7572		
				Aug/81	Z	2071		
				Sept/81	X	2080		56275
		Paul Ravesies	S	--				12268
		Thrift Plan		Mar/81	1	368		3164
BANK OF BRITISH COLUMBIA	Common	Owen G West	S	Oct/81		100		200
BELL CANADA	Common	Joseph J A Boutin	SI	--				204
		Dividend Reinvestment Plan		Oct/81	1	2		5
		Bruce B Craig	SI	I R				---
		Charles D Hall	SI	--				690
		Dividend Reinvestment Plan		Oct/81	1	31		566
		RRSP		--	1			204

BELL CANADA (continued)	Common	Walter F Light	D	--				7049
		Dividend Reinvestment Plan		Oct/81	1	55		568
		RRSP		--	1			267
		John D MacDonald	SI	--				396
		Dividend Reinvestment Plan		Oct/81	1	14		225
		Daniel E Sullivan	SI					
		RRSP		I R	1			730
		Spouse		I R	1			100
		Children		I R	1			300
		D Wynn Walters	SI	--				1265
		Dividend Reinvestment Plan		Oct/81	1	46		502
		Harry L Webster	SI	--				2268
		Dividend Reinvestment Plan		Oct/81	1	21		798
		Optional Stock Dividend Program		Oct/81	1	60		114
BLACK PHOTO CORPORATION LIMITED	Common	Pagurian Press Limited	B	Oct/81	V	380800		571200
BLAKE RESOURCES LTD	Common	D J B Marshall	DS	Oct/81		8200		33100
		Battle Bend Holdings Ltd		--	1			909424
BLUESKY OIL & GAS LTD	Common	Bluesky Oil & Gas Inc	B					
		Amended		Jul/78		1768400		
				Oct/79	V	1768400		
				Oct/79			12000	3524800

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BLUFFY LAKE IRON MINES LIMITED	Common	Dome Mines Limited B	I R				1005172
BOW VALLEY INDUSTRIES LTD	Common	Cemp Investments Ltd B	--				650000
		85719 Canada Ltd	--	1			1460016
		Econtech Ltd	Oct/81	1	61100		1746390
BOW VALLEY RESOURCE SERVICES LTD	Common	George W Govier D	Oct/81		300		1400
BRALORNE RESOURCES LIMITED	Common	Harold C Lowther S	Oct/81		2900		70800
		Royal Trust Company	--	1			14200
BROWN-MCDADE MINES LIMITED	Common	Samuel R Baker D	Oct/81			3000	417957
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Series A Pref	The Cadillac Fairview Corporation Limited	Oct/81		26100		
			Oct/81	R		15000	11100
CAMFLO MINES LIMITED	Common	United Siscoe Mines Inc B					
		Amended	Oct/81		1900		692400
CAMINDEX MINES LIMITED	Common	William D Paterson DS	Aug/80		17045		18523
CAMPEAU CORPORATION	Common	Jean-Marie Gaudreault S					
		Stock Purchase Plan	Oct/81	1	630		39230
		Jean C Paradis DS	--				4220
		Stock Purchase Plan	Oct/81	1	420		37276
		William J Carroll DS	Oct/81		5000		
			Oct/81	M	29375		51584
		Stock Purchase Plan	Oct/81	1	4620		

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAMPEAU CORPORATION (continued)	Common	Donald A McMaster S	--				136
		Stock Purchase Plan	Oct/81	1	840		82864
		Douglas A Beggs S					
		Stock Purchase Plan	Oct/81	1	840		74864
		Robert Campeau S	Oct/81		5000		5000
		Robert Campeau Holdings Inc	--	1			7006764
		Bruno Chiricota S	Oct/81		840		83000
		John van Haastrecht S	Oct/81		11951		94111
		Devan Enterprises Inc	--	1			1200
		David King DS	Oct/81		5000		129416
		Share Purchase Plan	Oct/81	1	5040		506644
		Roland Villemaire S	--				1972
		Stock Purchase Plan	Oct/81	1	420		34456
		Kenneth V Cooper S	--				2800
		Stock Purchase Plan	Oct/81	1	840		80200
CAMRECO INC	Common	Philip S Broadhurst D					
		Nanook Corp	--	1			4900
		RRSP	Oct/81	1	1300		36000
CANADA DEVELOPMENT CORPORATION	Preferred	John Bruk D	I R				1000
	Common	Pierre Cote D					
		Amended	Apr/81		8		
			May/81		130		
			Jul/81		9		
			Aug/81		153		
			Oct/81		12		3057

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA DEVELOPMENT CORPORATION (continued)	Common	H Anthony Hampson	D					
		Amended		Apr/81		32		
				Oct/81		59		1140
		Mrs. Mary Lamontagne	D	Oct/81		1		31
		John R McCaig	D	Oct/81		1002		
				Oct/81			21	1002
		Maurice Moreau	D	Oct/81		19		341
CANADA PACKERS INC	Common	Canada Packers Inc		Oct/81		4600		
				Oct/81	R		4600	---
CANADA PERMANENT MORTGAGE CORPORATION	Common	Richard R Kennedy	D					
		Indirect Holding		Oct/81	1		250	---
CANADA TRUSTCO MORTGAGE COMPANY	Common	John F Schucht	S	Sept/81			6025	25
	Preferred	John F Schucht		Sept/81			525	---
CANADIAN FOREMOST LTD	Common	George W Govier	D	I R				500
CANADIAN GENERAL INVESTMENTS LIMITED	Common	Canadian General Investments Limited		Oct/81		2000		19299
CANADIAN LONESTAR RESOURCES CORPORATION	Common	P James Mayne	B					
		JDP Resources Inc		I R	1			601666
CANADIAN OCCIDENTAL PETROLEUM LTD	Common	John E Brading	DS	I R				---
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	Charles R Pike	SI	Oct/81		75		909

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	John J Wigle	SI	I R				25
CANADIAN PACIFIC LIMITED	7 1/4% Series A	Canadian Pacific Limited		Oct/81		11767		
				Oct/81	R		11767	---
CANADIAN TIRE CORP LTD	Class A	Barry Setnor	S	Nov/81		3876		4303
	Common	John W Kron	DS	Oct/81	A	200		210
		RRSP		Oct/81	A1		600	---
	Class A	John W Kron		Oct/81	1	12404		16430
		RRSP		--	1			370
		Peter B Edmonson	S	Nov/81		12404		12404
CANE CONSOLIDATED EXPLORATIONS LIMITED	Common	Murray W Cooper	DS	Oct/81			1000	29000
CANRON INC	Class A	P de Josselin de Jong	S	Oct/81			2000	---
	Class B	P de Josselin de Jong		Oct/81			400	47
CAPITAL CABLE TV LTD	Class A Common	James R Shaw	D	--				308000
		James R Shaw Securities Limited		Oct/81	1	500		238250
CARMA DEVELOPERS LTD	Series A Pref	Richard J Owen	S					
		RRSP		Oct/81	M1		2055	---
		Investment Co		Oct/81	M1	2055		5000
CAROLIN MINES LTD	Common	Grace McKay		Oct/81			1000	5800
		Roy Gordon McKay	DS	Oct/81			2800	71750

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CENTRAL TRUST COMPANY	Common	Douglas H Cochrane	S	Oct/81		13		599
		Kenneth R Eddy	S	Oct/81		12		556
		Ena F Hills	S	Oct/81		7		299
		George B Robertson	D	Oct/81		202		2189
		Donald W Saunders	S	Oct/81		12		546
		Morton J Small	S	Oct/81		3		130
	Class A Common	Leonard Ellen	DB	--				486129
		Indirect Holdings		Oct/81	1	1132		1092509
CERES RESOURCES LIMITED	Common	Malcolm P Bloom	S	I R				6000
		RRSP		I R	1			5500
		Trustee		I R	1			3000
		Robert Smith	DS	--				13900
		RRSP		Oct/81	1	500		1500
		Control & Direction		--	1			5400
CHIEFTAIN DEVELOPMENT CO LTD	Common	Chieftain International Inc		Oct/81		100000		122450
CINCINNATI RESOURCES INC	Common	David E Austin	DS	Oct/81	X	65000		
				Oct/81			65000	---
		James L C Jenner	D	Oct/81			1000000	---
CLARION PETROLEUMS LTD	Common	William Mackenzie	D	I R				---
		Gordon T Church	S	Oct/81		500		993
COMAPLEX RESOURCES INTERNATIONAL LTD	Common	Murray W Pyke	DS	Oct/81			2000	175146

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMAPLEX RESOURCES INTERNATIONAL LTD (continued)	Common	R James Balfour	D					
		Jabal Ltd		Oct/81	1	9500		64582
		North West Exploration Co Ltd		--	1			34248
		Altawan Oil & Gas Ltd		--	1			12856
COMBINED INTERNATIONAL CORPORATION	Common	Wallace J Buya	S	Oct/81			2000	7234
COMINCO LTD	Preferred A	Canadian Pacific Limited	B	Oct/81		6700		
				Oct/81	R		6700	---
CONSOLIDATED CANADIAN FARADAY LIMITED	Common	Conwest Exploration Company Limited	B					
		International Mogul Mines Limited		Oct/81	1	18227		1299470
CONVENTURES LIMITED	Common	Richard B Harris	D					
		R B Harris Corporation Ltd		Aug/81	1	100		
				Oct/81	1		23100	104000
		David R Greig	S	Oct/81		42		4717
		Carl O Nickle	DSB	Oct/81			100000	547589
		Nickle Family Foundation	B	Oct/81		101400		876226

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONVENTURES LIMITED (continued)	Common	H Norman Stewart	D	Oct/81		14		504
		Jennie O Zacharuk	S	Oct/81		35		6497
CONWEST EXPLORATION COMPANY LIMITED	Class B Common	Stanley L Koroluk	S	I R				2000
		James T McCoy	S	Oct/81		400		800
COPPERFIELDS MINING CORPORATION	Common	Norman B Keevil	DS					
		Amended		--				486588
		MGC Investments Limited		Oct/81	1	2600		221000
COSEKA RESOURCES LIMITED	Common	Bramalea Limited	B	Oct/81		246700		4079549
COSTAIN LIMITED	Common	L Parker	S	Oct/81			200	1805
CROWN ZELLERBACH CANADA LTD	Class A	Victor F MacLean	D	--				100
		Estate of L C Kelly		Oct/81	1	1000		1000
D'ELDONA GOLD MINES LIMITED	Common	Regal Finance Limited	B	--				791934
		Barbara & Seymour Landau		Oct/81	1		3000	5000
DAON DEVELOPMENT CORPORATION	Common	Richard C Benmore	S	Oct/81		24		3018
		Graham R Dawson	D	Oct/81		396		49472
		G R Dawson Holdings Limited and Wife		Oct/81	1	10151		8002174

DAON DEVELOPMENT CORPORATION (continued)	Common	Daon Development Corporation Amended	B					
		Bromont Holdings Ltd		Sept/81	1	6900		
				Oct/81	1	14300		4241000
		George B McKeen	D	Oct/81		1675		208993
DOMAN INDUSTRIES LIMITED	Common	Jack R Abercrombie	DS	Oct/81		2000		35248
DOME PETROLEUM LIMITED	Common	Laurel S Pathman	SI	Oct/81			300	300
DOMINION TEXTILE INC	Common	Raymond Begin	S	Oct/81		7		424
		William H Gambrell	S	Oct/81			100	1035
		Clifton M Beck	S	Oct/81		14		849
		Allan R Evans	S	Oct/81		3		209
		E John Macfarlane	S	Oct/81		316		1316
		Alex R McAslan	S	Oct/81		34		2083
		Cal N Moisan	D	Oct/81		138		8282
DOW CHEMICAL COMPANY, THE	Common	Herbert H Dow	DS					
		Trustee of Trust		Oct/81	1		22000	1329196
		Wife		--	1			312544
		Stock Benefit Plan		--	1			1551
		Robert M Keil	DS	Oct/81		1000		24250
		Wife		--	1			2200
		Minor Child		--	1			800
		Stock Benefit Plan		--	1			1440

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DRUMMOND PETROLEUM LTD	Common	Jack M Moon	D	I R				60083
		J M Moon Investment Co Ltd		I R	1			321052
DUNCAN GOLD RESOURCES INC	Common	Daniel Giannini	D	Oct/81			14673	148000
ELKS STORES INC	Common	Paul Penna	S	Oct/81	F	9900		29900
ENERGY & PRECIOUS METALS INC	Common	Electra Investments (Canada) Limited	B	Oct/81		8100		182800
ETHYL CORPORATION	Common	G Whitehead Elmore	S					
		Savings Plan		Oct/81	1	204		4611
		Floyd D Gottwald	DS	Oct/81		21700		839374
		Savings Plan		Oct/81	1	557		26373
		Indirect Holdings		--	1			96935
		Paul E Weimer	S	--				4000
		Savings Plan		Oct/81	1	120		1511
		Lloyd B Andrew	S	--				3784
		Savings Plan		Oct/81	1	196		6413
		Lawrence Blanchard Jr	DS	--				24585
		Savings Plan		Oct/81	1	157		7773
		Wife		--	1			1000
EXTENDICARE LTD	Class A	Winston Ling	S	Oct/81			600	20000
FEDERAL INDUSTRIES LTD	Class B Common	Kenneth C Kinsley	S	Oct/81	T	121		20761
		Augustus S Leach Jr	DS	--				120000
		Seclan Investments Limited		Oct/81	T1	361		62735

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FIRST CALGARY PETROLEUMS LTD	Common	Edward E Gilbert D				
		RRSP	Oct/81 1		5000	6750
FRANCANA OIL & GAS LTD	Common	Allan Ernest Dobson S				
		Employee Savings Plan	Oct/81 1	18		178
		Edward W Hayes S	--			500
		Employee Savings Plan	Oct/81 1	34		372
FRASER INC	Common	Edward R Frisby S	Oct/81 M	50		1485
		Stock Purchase Plan	Oct/81 M1		50	225
		John P Fisher DS	--			25175
		Stock Purchase Plan	-- 1			18875
		Control & Direction	Oct/81 1	800		800
FULCRUM INVESTMENT COMPANY LIMITED, THE	Preferred	E-L Financial Corporation Limited B	Oct/81	200		79710
		Indirect Holdings	-- 1			90290
G M RESOURCES LIMITED	Common	James D Raymond SI	Oct/81	1000		52400
GARBELL HOLDINGS LIMITED	Common	David R Beatty DS	I R			---
		Gordon T Robertson S	I R			---
	Preference	George R Gardiner DS	Oct/81	120000		1735876
GENENERGY RESOURCES LTD	Class A	GenEnergy Resources Ltd	Oct/81	28000		33600
		Richard G Sebastian S	Sept/81		5000	13266
GENERAL AMERICAN PROPERTIES INC	Class A	John J Livesey DS	Oct/81		100000	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL AMERICAN PROPERTIES INC	Class A	Bruce Smith DSB					
		RSP	Oct/81	1	1300		37800
		Galleon Realty Limited	Oct/81	1	100000		100000
GENERAL AMERICAN OIL COMPANY OF TEXAS	Common	Linda S Perryman DI	Oct/81	T	594		20347
GENERAL DISTRIBUTORS OF CANADA LTD	Class A	Nick I Ringma SI	I R				8333
GENERAL MOTORS CORPORATION	Common	Stephen H Fuller* S	Oct/81	C	269		
			Oct/81			400	1419
		Savings-Stock Purchase Program	--	1			944
GENSTAR CORPORATION	Preferred	Bernard T Johnson S	Oct/81		4500		4500
		Gregor G Peterson S	Oct/81		4500		4500
		Leonard J Holman S	Oct/81		5000		5000
	Common	Charles de Bar DS					
		Amended	Feb/81	X1	36000		36000
		Murdoch and Company	--	1			4000
GEORGE WESTON LIMITED	Common	The W Garfield Weston Foundation* K	--				500000
		J R Booth Ltd	Oct/81	1	23050		28925
		Wittington Investments Ltd	--	1			6050000
GETTY OIL COMPANY	Common	Harold C Stuart D	--				15126
		Wife	Oct/81	G1		8	81571

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GOLDALE INVESTMENTS LIMITED	Class A	Mark M Tanz DISI	--				200000
		United Income Properties Limited	Oct/81	1	11000		288500
GOLDEN BRIAR MINES LIMITED	Common	P A Robert Nissen D	I R				130000
		Murdo C McLeod DB	May/81		35000		450000
GOLDLUND MINES LIMITED	Common	George R McGarry D	Oct/81	F	1000		6000
		Howard H McGarry DS	Oct/81	F	12000		132000
GOODYEAR CANADA INC	Preferred	Goodyear Canada Inc Trustee	Oct/81		772		
			Oct/81	R		334	722
GOWGANDA SILVER MINES LTD	Common	Konstantin Weigand D	Oct/81		2500		
			Oct/81			1000	151900
GRANDMA LEE'S INC	Common	David F Marvin D	I R				500
GSW INC	Common	David R Beatty DISI	I R				---
		Gordon Robertson DISI	I R				---
GUARANTY TRUST COMPANY OF CANADA	Common	Canadian General Securities, Limited B					
		Traders Group Limited	Oct/81	1	2734		9113670
GUARDIAN CAPITAL GROUP LIMITED	Common	Gurston I Rosenfeld D	--				80315
		Lourose Holdings Limited	Oct/81	1	5000		18955
		Trust	--	1			5255

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HALLIBURTON COMPANY	Common	Jack W Miller S	Oct/81			200	7748
HARDING CARPETS LIMITED	Class C	Anthony F Griffiths DS	Oct/81			3000	---
HAYES-DANA INC	Common	Gerald B Mitchell D	Oct/81	G		200	9266
		Southwood J Morcott D	Oct/81	X	4000		4355
HERITAGE GROUP INC	Common	Geno F Francolini* D	Oct/81			400	400
		Herbert J Schneider DB	Oct/81		200		1900
		J M Schneider Family Holdings	--	1			50840
		Kinspan Investments Limited	--	1			90745
HIGHLAND QUEEN SPORTSWEAR LIMITED	Class A	Joseph Del Mastro S	Oct/81		880		19555
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	Common	David R McDonald D Profit Sharing Plan	Oct/81	1	15		1054
		David E Powell S Profit Sharing Plan	Oct/81	1	16		490
		Karl R Meyer D Profit Sharing Plan	Oct/81	1	25		4115
		Donald J Shelly D Profit Sharing Plan	Oct/81	1	15		1742
		Raymond G Sawka D Profit Sharing Plan	Oct/81		18		1530
		Walter L Christie DI Profit Sharing Plan	Oct/81	1	15		760

HUDSON'S BAY OIL AND GAS COMPANY LIMITED (continued)		Roy L Hawthorn D Profit Sharing Plan	Oct/81	1	17		2039
		William E Selby S Profit Sharing Plan	Oct/81	1	27		6059
		Leonard B Bannicke S Profit Sharing Plan	Oct/81		21		3870
		Dale I Beischel S Profit Sharing Plan	Oct/81	1	22		811
		Thomas D Doyle DI Profit Sharing Plan	Oct/81	1	20		1497
		Orest Humeniuk S Profit Sharing Plan	Oct/81	1	20		194
		Kenneth W Lloyd S Profit Sharing Plan	Oct/81	1	27		3504
		Donald L Podgurny DI Profit Sharing Plan	Oct/81	1	17		933
		Alfred R Travers S Profit Sharing Plan	Oct/81	1	22		2514
		Kenneth R Thomson B Trust	Oct/81	E		53083	10659351
HUSKY OIL LTD	Common	Brian E Eidem D Spouse	Oct/81	1	590		590
		Robert D Orr SI	Oct/81		200		200

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
I A C LIMITED	Common	Ronald L Cliff	D	Oct/81			12000	400
		Heathcliff Greenhouses Ltd		--	1			4000
IMASCO LIMITED	Common	Imasco Limited						
		Montreal Trust Company		Oct/81	R1		9721	3112
INLAND NATURAL GAS CO LTD	Common	June D Cliff	DI	Aug/81	T	67		
				Oct/81			1387	---
		Trust		--	1			1000
		Estate of Fred B Brown		--	1			22200
INVERMERE RESOURCES LTD	Units	Peter J Aubry	DI	Oct/81			500	6500
INVERNESS PETROLEUM LTD	Common	Nathan E Goodman	DS					
		Ned Goodman & Assoc		Oct/81	1	5000		15000
		Gordon Goodfellow	SI	Oct/81		1500		3500
INVESTORS GROUP, THE	Common	Dale A G Parkinson	S	I R				---
ISLAND TELEPHONE COMPANY LIMITED, THE	Common	Walter C Auld	S	Oct/81			100	1319
KEEPRITE INC	Common	Inter-City Manufacturing Ltd	B	I R				842515
				Jun/81		900		
				Jul/81		1600		
				Aug/81		5200		
				Sept/81		3686		853901
LA VERENDRYE MANAGEMENT CORPORATION	Common	Maurice Filiatrault	S	Oct/81		25		19260
		Trust		--	1			10806

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LA VERENDRYE MANAGEMENT CORPORATION (continued)	Common	Leo Vanasse	S	Oct/81		25		5415
	Common B			Oct/81		770		770
	Class A Common	Fernand Doyon	DS	Jul/81		25		16441
		Les Placements Fernand Doyon		--	1			21200
		Children		--	1			2400
		Marc Lavigne	DS	Jul/81		25		38275
		Stock Option Plan		--	1			10806
	Class B Common			Oct/81		10000		10000
	Common	Yvan Dessureault	S	Oct/81		25		941
	Class B Common			Oct/81		263		263
	Class A Common	Gilles Plante	S	Jul/81		25		1784
		Stock Option Plan		--	1			1500
	Class B Common			Oct/81		932		932
LAKE SHORE MINES LTD	Common	Richard P Smith	DI					
		RRSP		Oct/81	1		3000	---
LAURASIA RESOURCES LIMITED	Common	Arthur C A Howe	D	Oct/81			20000	387548
		A.C.A. Howe International Limited		--				1706
LAWSON & JONES LIMITED	Class B	Matthew Hutchison	S	I R				12
LITTLE LONG LAC GOLD MINES LTD	Common	Richard P Smith	D	Oct/81		1600		6600
		RRSP		Oct/81	1	3000		3000
LONGFORD EQUIPMENT INTERNATIONAL LIMITED	Common	John A Long*	DSB					
		461434 Ontario Limited		Oct/81		2500		677500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LONMED HOLDINGS LIMITED	Common	District Trust Company	B	Oct/81		14		852
	Class A			Oct/81		14		859
M P G INVESTMENT CORPORATION LIMITED	Common	The Earl of Iveagh*	S					
		Benston Investments Ltd		Oct/81	T1	46784		93568
MACLEAN HUNTER LIMITED	Class X	MacLean Hunter Holdings Limited	B	Oct/81	T	56508		6973109
		Edward Nymark	D	Oct/81		8250		1058119
		332599 Ontario Ltd		Oct/81	1	824		101784
MACQUEST RESOURCES LTD	Common	Ronald F Holdsworth	DS	Oct/81		2000		192375
		V M R Holdings Ltd		--	1			15450
		Peter J Gross	DS	Oct/81		2000		365465
MAPLE LEAF GARDENS LIMITED	Common	Steve A Stavro	D	I R				100
MDS HEALTH GROUP LIMITED	Class A	Deferred Profit Sharing Plan	K	Oct/81		13100		330737
	Class B			Oct/81		6100		
				Oct/81			50000	277420
MEDLON SMALL BUSINESS DEVELOPMENT LIMITED	Common	District Trust Company	B	Oct/81		70		4260
	Class A			Oct/81		14		859
MENTOR EXPLORATION AND DEVELOPMENT CO., LIMITED	Common	Agnico-Eagle Mines Limited	B	Oct/81		33400		1110600

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MERCANTILE BANK OF CANADA THE	Common	Kenneth Rotenberg	D	I R				1000
		Larry Pirnak	S	Oct/81		3000		3128
MESTON LAKE RESOURCES INC	Common	Bernard E St-Aubin	D					
		Gestion Xerxes Inc		I R	1			68000
		RRSP		I R	1			8500
MINERAL RESOURCES INTERNATIONAL LTD	Common	Zave M Climan	D	Oct/81		1500		1505
		Max Tanenbaum	B					
		430652 Ontario Limited		Oct/81	1	40100		2725439
MITEL CORPORATION	Common	Donald R Gibbs	S	Jun/81	X	232		
				Sept/81		818		32104
		RRSP		--	1			3400
		Graham A Neathway	S	Jun/81	X	170		32243
		Stock Purchase Plan		Oct/81	1		3000	598
		Paul S Wilker	S	Jun/81	X	621		
				Oct/81		1000		36793
		Stock Purchase Plan		--	1			621
MOLSON COMPANIES LIMITED, THE	Class A	Donald G Willmot	DS	--				892
		Wilhaven Limited		Oct/81	X1	1669		
				Oct/81	1		1669	314
	Class B			--				303
				Oct/81	1		41000	68000
		Kinghaven Farms Limited		Oct/81	1	41000		
				--	1	459000		500000
		Willcrest Limited		Oct/81	1		459000	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MOLSON COMPANIES LIMITED, THE	Class A Common	Douglas H Stanley	S	I R				2500
MONARCH INVESTMENTS LIMITED	Common	Taylor Woodrow Limited	B					
		Taylor Woodrow Holdings Limited		Oct/81	1	112627		1513393
MONTREAL TRUST COMPANY	Common	David M Schwartz	SI	I R				---
		Walter S Hill	SI	I R				---
		George L F Riddell	SI	I R				---
MORRISON PETROLEUMS LTD	Common	A G Stollery	DS					
		Amended		--				100000
		Argor Explorations Ltd		Sept/81	1	43600		
				Oct/81	1	24400		1338457
MOTORCADE INDUSTRIES	Common	Martin Winter	DS	Oct/81		1700		265199
		Child		--	1			10000
MTS INTERNATIONAL SERVICES INC	Common	John D Cairney	S	Oct/81			5000	94242
MUNICIPAL SAVINGS & LOAN CORPORATION	Common	Robert Hartog	D	Oct/81		1000		
				Oct/81	E		10000	1000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NASHUA CORPORATION	Common	W L Carter	D					
		Amended		Aug/81	G		500	74439
NEARCTIC RESOURCES INC	Warrants	P J Sullivan	DS	Oct/81			2000	---
NEW BRUNSWICK TELEPHONE COMPANY, LIMITED, THE	Common	S L Bujold	D	Oct/81		9		290
		A R Landry	D	Oct/81		4		129
		G B Lawson	D	Oct/81		10		357
		J T R Savoie	D	Oct/81		4		127
		A H McCain	D	Oct/81		60		2075
NOR-ACME GOLD MINES LIMITED	Common	A L Parres	DSB	Jun/81		1000		
				Oct/81		30900		647600
NORANDA MINES LIMITED	Common	Zinor Holdings Limited	B	Oct/81	E		3485432	20846870
	Preferred			Oct/81		804967		804967
	Common	J M Gordon	S	Sep/81	E		1623	10081
		F X Koch	S	Oct/81			2113	
				Oct/81			14	12728
		W J Barbour	S	Oct/81			2300	5300
		J Ortiz-Patino	DISI	Oct/81		5000		100000
NORCEN ENERGY RESOURCES LIMITED	Common	A S G Duguid	S	Oct/81		612		820
		Savings and Investment Plan	I	Oct/81	1			270
	Preferred	J J Leroux	S	Aug/81		9033		9033
		T G Sheeres	S	Aug/81		6022		6022

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORMICK PERRON INC	Common	F R Burrows	S	Oct/81	E		2840	7400
		J Parent	S	Sep/81		25		
				Oct/81	E		2709	7191
		A Boisvert	D	Oct/81	E		5339	14161
		R Carrier	S	Oct/81	E		1238	3287
		R Thibault	S	Oct/81	E		2039	5411
NORTH AMERICAN COMBUSTION TECHNOLOGY CORPORATION	Common	S J Headford	DS	Oct/81	E	5312		75312
		H V White	DS	Oct/81	E	6731		69231
		Jaysonette Properties Limited		Oct/81	1			195317
NORTHERN TELECOM LIMITED		B B Craig	S	I R				---
	Common	P B Filion	SI	I R				28
		J D Guyer	SI	I R				---
	Common	R McClean	SI					
		Spouse		I R				100
		D E Sullivan	S	I R				---
		R R Watt	SI	I R				---
NORTHSTAR RESOURCES LTD	Common	J W Davidson	DIS					
		Amended		Jun/81		1000		
				Jul/81		200		
				Aug/81		400		1900

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		SECURITIES ACQUIRED	SECURITIES DISPOSED	HOLDINGS
NORTHSTAR RESOURCES LTD (Cont'd)	Common	J W Davidson		Jun/81	1	1300		
		Investments Ltd		Aug/81	1	1000		2300
	Preferred			Jun/81	1	12000		12000
NOVA, AN ALBERTA CORPORATION	Common	W J Beamer	S	Oct/81	X	4500		4500
		G L Bastin	S	Oct/81		15000		10600
		R D Dooley	S	Oct/81		600		5436
NU-WEST CROUP LIMITED	Class A	M R Gerla	D	Oct/81				393348
		RRSP		Oct/81	1	500		30668
		C J McConnell	D	---				600000
		249120 Alta Ltd		Oct/81	E1		7150778	---
				---				566111
	Class B	C J McConnell	D	Oct/81	E1	7150778		7150778
				---				30000
	Class C	249120 Alta Ltd		Oct/81	E1		357338	---
	Class D	C J McConnell	D	---				27923
		249120 Alta Ltd		Oct/81	E1	337538		357538
	Class C	R T Scurfield	DS	Oct/81	T	50900		
				Oct/81	G		1000	307362
		Children		Oct/81	1		900	3403
		Other Indirect		Oct/81	1			238834
NUMAC OIL & GAS LTD	Common	W J Wilson	S	Oct/81		4000		
				Oct/81			3000	1000
O P I LTD	Common	B H Lloyd	D	Oct/81		25000		327400
OCCIDENTAL PETROLEUM CORPORATION	Common	J H Culhane	S	Sep/81	G		800	1200
		Thrift Plan	S	Jun/81	1	281		2727

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OCELOT INDUSTRIES LTD	Common	R J Russell	S	I R				---
	Class B	R O Fisher	DS	Oct/81	M		100	28000
		Son		Oct/81	M	100		100
		J E Torrie	S	Oct/81				3840
		Torrie Investments Ltd		Oct/81	1	100		400
		Other Indirect		Oct/81	1			2760
OMEGA HYDROCARBONS LTD	Common	D M Mawdsley	D	Sep/81			1000	15000
ONEIDA ENERGY & RESOURCES CORPORATION	Common	M Klyman	D	I R				1
ORRWELL ENERGY CORPORATION LTD	Common	S V Burr	D	I R				1
		C G Awde	DS	I R				1
		J B Somervail	DS	I R				1
		J B Roberts	S	I R				1
PACIFIC GAS TRANSMISSION COMPANY	Common	C O Nickle	D	Oct/81		2000		7000
		Conventures Limited		Oct/81	1			170000
PAGURIAN CORPORATION LIMITED, THE	Class A	J M Judson	DS	Oct/81				2000
		The Employees' Stock Option Plan	DS	Oct/81	1			15000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PALOMA PETROLEUM LTD	Common	W J Adams	DS	Oct/81		2500		181200
PANCANADIAN PETROLEUM LIMITED	Common	I D Sinclair	DS	Oct/81		200		1400
PANHANDLE EASTERN CORPORATION	Common	H R Newsom	S	I R				1101
		Benefit Plan Trustee		I R	1			1578
PARAMOUNT RESOURCES LTD	Common	Paramount Oil & Gas Ltd	B	Oct/81		2800		2172500
PCL INDUSTRIES LIMITED	Common	Commercial Finance Corporation Limited	B	Oct/81		41100		573760
PENNINGTON'S STORES LIMITED	Pref	Pennington's Stores		Oct/81		62		
		Limited		Oct/81	R		62	---
PEOPLES JEWELLERS LIMITED	Common	Peoples Jewellers		Oct/81		5900		
		Limited		Oct/81	R		5900	---
PETROINC RESOURCES INC	Common	Cocallia Corp.	B	I R				500000
PHILLIPS PETROLEUM COMPANY	Common	W F Martin	DS	Oct/81				3623
		Wife		Oct/81	1		150	4635
PLACER DEVELOPMENT LIMITED	Common	J J Thompson	SI					
		Stock Purchase Plan		I R	1			1115
		Stock Option Plan		I R	1			6000
POWER CORPORATION OF CANADA		G L F Riddell	SI	I R				---
		W S Hill	SI	I R				---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PROVIGO INC	Common	J Boiteau	D	Oct/81			48200	154000
		A Turmel	DS	Oct/81		1400		53400
		Turan Investments Inc		Oct/81	1			1274400
PUISSANCE RESOURCES LIMITED	Common	R Cudney	DS	I R				5002
	Warrants			I R				5000
	Preferred			I R				250000
	Common	M Elder	DS	I R				5002
	Warrants			I R				5000
	Preferred			I R				250000
Q.M.G. HOLDINGS INC	Common	R A Palmer	S	Oct/81			2000	1000
QUARTET ENERGY RESOURCES LTD	Common	V M Seabrook	DSDISI	Oct/81		1800		63800
		350021 Ontario Limited		Oct/81	1	1700		27200
		Seabrook & Associates		Oct/81	1			12684
RAM PETROLEUMS LIMITED	Common	C J Hadley	D	Oct/81			300	13287
RANCHEMEN'S RESOURCES (1976) LTD	Class A	A LeMenestrel	D	I R				---
		Total Eastcan Explorations Ltd	B	Oct/81		16200		282100
RANGER OIL LIMITED	Common	J J Newman	D					
		Ammended		Sep/81	G		24000	
				Sep/81	X	72000		72000
RAYROCK RESOURCES LIMITED	Common	Discovery Mines Limited	B	Oct/81		700		960700
REALCAP HOLDINGS LIMITED	Class A	D S Ades	DS	Sep/81				12735
		D Ades Mgnt Co		Sep/81	1	6500		14750
		R R S P		Sep/81	1			10535

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
REED STENHOUSE COMPANIES LIMITED	Class A	G E Duncan	S	Sep/81	T	74		5991
		R R S P		Sep/81	1			1715
		C H Bulloch	DISI					
		Ammended		I R				5087
		Stock Purchase Plan		I R	1			2500
		Stenhouse Investments Ltd	B	Oct/81		23200		88848
REVELSTOKE COMPANIES LTD	Common	F R Fortin	S	Oct/81		1000		6500
		Employee Stock Purchase Plan		Oct/81	1			2858
RIO ALTO EXPLORATION LTD	Common	E A Brownless	DS	Oct/81		1000		26000
		Provost Petroleums Ltd	DS	Oct/81	1			96900
		J P Hille	S	Oct/81			2000	
				Oct/81		1000		3000
ROGERS CABLESYSTEMS INC	Class A	J W Graham	DSDISI	Oct/81	E		2000	---
	Class B			Oct/81	E	2000		5000
	Class A	T I Hull	DDI	Sep/81		10000		
				Sep/81			10000	100
		Hull Life Insurance Agencies Limited		Oct/81	1			60000
		Thomas I Hull Insurance Limited		Oct/81	1			15000
		Topeg Insurance Agency Limited		Oct/81	1			3600
	Class A	B A Ross	S	Oct/81		400		11200
	Class B			Oct/81	T	15741		20682

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
RONYX CORPORATION LIMITED	Common	Electra Investments (Canada) Limited	B	Oct/81	5300		541600
SANDWELL AND COMPANY LIMITED	Class A	S A Electrowatt	B	Oct/81	44000		474000
	Class B			Oct/81	200000		200000
	Class A	P R Sandwell	DS	Oct/81	1000		1000
	Common	Ritchie Developments Ltd	B	Oct/81		200000	---
SCINTILORE EXPLORATIONS LIMITED	Common	Newlore Investments Ltd	B	Nov/81		9000	24200
		Newlore Investments Ltd	B	Nov/81		2000	22200
		G Dubuc	D	Sep/81	12500		268300
SCINTREX LIMITED	Common	G Stork	DS	Oct/81	2400		9157
SCOTT'S HOSPITALITY INC		D R Beatty	SI	I R			---
		G T Robertson	SI	I R			---
SCURRY-RAINBOW OIL LIMITED	Common	Home Oil Company Limited	B	Oct/81	22		2371063
SEAGRAM COMPANY LTD, THE	Common	J D Raymond	SI	Oct/81	3000		
				Oct/81		3000	3000
		Feejay Corporation Canada Ltd		Oct/81 1		2000	
SEAWARD RESOURCES LTD	Common	L W Philippot	DS	Oct/81	10000		214402

				TRANSACTION		ACQUIRED	DISPOSED	HOLDINGS
SEAWAY MULTI-CORP LIMITED (Cont'd)	Common	Peplevy Corporation	B	Oct/81		75		376398
	Preferred	Limited		Oct/81		1000		55502
SKYE RESOURCES LTD	Common	R L Lister	DISI	Oct/81		800		1600
SLATER STEEL INDUSTRIES LIMITED	Common	Candou Industries Limited	B					
		Trust with Montreal Trust Company		Oct/81	1	41700		465800
SONOR INVESTMENTS LIMITED		D R Beatty	DS	I R				---
		G T Robertson	S	I R				---
	9% Second Pref	M R Gardiner	DB	Oct/81		5300		28780
	8% First Pref	Sonor Investments		Oct/81		1800		
		Limited		Oct/81			1800	---
	9% Second Preference	J A Broadbent	B	Oct/81		5300		32780
		C L Blakely	B	Oct/81		5300		28053
SPAR AEROSPACE LIMITED	Common	Crowborough Investments	B	Oct/81			3700	473980
STEEP ROCK IRON MINES LIMITED	Common	Canadian Pacific Enterprises Limited	B	Oct/81	1	9100		6245542
STEINBERG INC	Class A	N Auslander	S	Oct/81	X	1800		
				Oct/81			1800	1800
		M Alvo	S	I R				---
STERISYSTEMS LIMITED	Common	Sterivest Holdings Inc	B	Oct/81		65800		1309356

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STUART HOUSE INTERNATIONAL LIMITED	Common	Stuart House Canada Limited	1981			1800	
			1981		4000		63500
		T Ebata DSB	1981				10
		Deferred Profit Sharing Plan	1981	1	460		12700
		H Maitman DSB	1981				100
		Deferred Profit Sharing Plan	1981	1	460		12700
		J L Stuart DSB	1981				2608
		Spouse	1981	1	460		500
		Deferred Profit Sharing Plan	1981	1			12700
		C Hoy DSB	1981				200
		Deferred Profit Sharing Plan	1981	1	460		12700
SULPETRO LIMITED	Common B	D J Bobyn S	Sep/81			200	
			Sep/81	E	88		766
	7% Conv'A'		Sep/81			450	
			Sep/81	E		100	---
SUNMIST ENERGY RESOURCES LIMITED	Common	R H Brondyke DS	Oct/81		14500		157000
		R H B Investments	Oct/81	1			280000
SYSTEMHOUSE LTD	Class A	R M Bryden DSB					
		Kinburn Capital Corporation	Oct/81	1	3400		6102150

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SYSTEMHOUSE LTD (Cont'd)		R M Bryden						
		Holdings		Oct/81	1			325000
		P A Sandiford	S	Oct/81			20000	133320
TALISMAN MINES LIMITED	Common	E F Carr	DS	Oct/81		7000		73100
TANGLEWOOD PETROLEUM CORPORATION	Common	G Steiner	DSB	Oct/81	C	56250		243751
		H Capp	DS	Oct/81				30001
		wife		Oct/81	1		35000	35000
		B Friedman	DB					
		Bert Friedman Enterprises Limited		Oct/81	C1	37500		162500
TDRI LIMITED	Short Term & Promisory Notes	The Toronto Dominion Bank	B	Oct/81		$150000		
				Oct/81			$150000	---
TECK CORPORATION	Class B	Copperfields Mining Corporation	B	Sep/81		200		2512115
	Class A			Sep/81				2547415
TEXASGULF INC	Common	R D Mollison	DS	Sep/81	M		150	---
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	Common	M C G Meighen	DSDISI	Oct/81		13500		214352
		385793 Ontario Ltd	-	Oct/81		1700		2165
	Series A Pref	Third Canadian General Investment Trust Limited		Oct/81	R	150		5900
	Common			Oct/81	R	20700		24008
TORONTO SUN PUBLISHING CORPORATION	Common	J D Greighton	DS					
		Trust Agreement		Oct/81	1		570	115863

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TOTAL PETROLEUM (NORTH AMERICA) LTD	Common	G Kiggins	S	Oct/81			5000	1000
		In Trust		Oct/81	1		1500	---
		Associated		Oct/81	1		600	---
TRANS-CANADA RESOURCES LTD	Common		S	Sep/81		6000		
				Sep/81			11200	3800
TRANSALTA UTILITIES CORPORATION	Common	M M Williams	DS	Oct/81		146		
				Oct/81	T	42		2836
TRIZEC CORPORATION LTD	Common	K E Benson	S					
		Nominee		Oct/81	1		800	27400
		H P Milavsky	DS					
		Monray & Co		Oct/81	1	13000		297000
		PDC Investments Ltd		Oct/81	1			252656
		Milfire Investments Ltd		Oct/81	1			171200
TURBO RESOURCES LIMITED	Common	I R Mills	S	Oct/81		7500		9660
		J W Killick	D	Sep/81			4450	36824
		Arnestad Holdings Ltd		Sep/81	1		6300	1950
		V K Travis	DS					
		Liberty holdings & Industries Ltd		Oct/81	1		51700	1105350
UAP INC	Class A	Luc Prefontaine	B	Oct/81			500	2000
		Jean-Paul Prefontaine	DB	Oct/81			1300	834

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ULSTER PETROLEUMS LIMITED	Common	D C Martin	D	I R				20000
		Derek C Martin Professional Corporation		I R	1			12216
		A B Cameron	D	I R				4000
ULTRAMAR COMPANY LIMITED	Common	G J Gosselin	S	I R				7000
UNICORP FINANCIAL CORPORATION	Class A	P I Langill	D					
		Private Transaction		Oct/81			12500	250
	Class B			Oct/81			12500	250
	Warrants			Oct/81			500	11500
UNION CARBIDE	Common	H C Jones	D	Oct/81		600		1000
UNION GAS LIMITED	Common	J E Mahoney	S	1981			1000	625
		Company Stock Purchase Plan		1981	1	152		671
		D G Shields	S	Oct/81	C	6000		6200
UNITED CANADIAN SHARES LIMITED	Common	United Canadian		Oct/81	R		11600	
		Shares Limited		Oct/81		1000		1000
UNITED SISCOE MINES INC	Common	Camflo Mines Limited	B	Sep/81		6600		
				Oct/81		7300		2916500
UNITED STATES STEEL CORPORATION	Common	C Vance	D	Nov/81		500		1000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNITED WESTBURNE INDUSTRIES	Common	L Cornez	DS	Oct/81	V	14000		17500
		W J Cummer	D	Oct/81	V	3600		4500
		Wife		Oct/81	V1	1200		1500
		W J E Gillett	SI	Oct/81	V	4000		5000
		J D Mitchell	SI	Oct/81	V	10000		12500
		J Rimerman	D	Oct/81	V	40		50
		L R Roberts	SI	Oct/81	V	12000		15000
		P J Porter	SI	Oct/81	V	32000		40000
		G J Sleno	S	I R				---
		Westburne International Industries Ltd	B	Oct/81	V	6916348		8645435
UNIVERSAL EXPLORATIONS LTD	Common	J A Mercier	DS	Sep/81		34200		
				Sep/81		91700		682782
		Windrift Ranches Limited		Sep/81	1			200205
VANGUARD TRUST OF CANADA LIMITED	Common	P Hughes	S	Oct/81		1000		2345
		J M Sparks	S	I R				400
		E N Cochrane	S	I R				1000
VENPOWER LIMITED	Common	Phil International Inc	B	Oct/81		52500		3984032
		G N Farantatos	B					
		Phil		Oct/81	1	52500		3984032

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
VERSATILE CORPORATION	Common B	J D Cliff		Oct/81			5000	3166
	Series A Pref	Versatile		Oct/81		9000		
		Corporation		Oct/81	R		5900	22800
VICTORIA AND GREY TRUST COMPANY	Common	Victoria and Grey Trustco Limited	B	Oct/81		170		9096275
		W H Fulford	D	I R				200
WALL & REDEKOP CORPORATION	Common	P Redekop	DS	Oct/81		1000		1534340
WARREN EXPLORATIONS LIMITED	Common	N L Majendie	D	Oct/81			50000	200000
		P M Brodie-Brown	DS	Oct/81			3000	11000
WATERLOO MANUFACTURING COMPANY, LIMITED, THE	Common	Aylor Investments Limited	B	Oct/81		6		34975
WESTMIN RESOURCES LIMITED	Common	P Widdrington	D	Oct/81			4000	1000
WILANOUR RESOURCES LIMITED	Common	C B Burton	S	Oct/81		300		300
WIRED CITY COMMUNICATIONS	Common	Cybermedix Limited	B	Oct/81		200		388582
YORK CENTRE CORPORATION	Series B	Gill Construction	B	Oct/81	F	86000		86000
	Warrants	Limited		Oct/81		2000		
	Class A			Oct/81	F	86000		370750
	Common	S M Stevens	DS	I R				14800
	Class A			I R				9880
		Spouse		I R				12823
ZAHAVY MINES LIMITED	Preferred	A J Lewis	D	Oct/81		500000		500000
ZEPHYR RESOURCES LTD	Common	J G McManus	DSB	Oct/81		3600		917600

Transaction Date	Purchaser	Security	Price	Amount
Oct. 29, 1981		Anthes Industries Inc. - 13½% convertible secured debenture	$ 2,350,000.00	$ 2,350,000.00
Sep. 22, 1981	M. P. Wilson	The Bow Valley Club - Limited Partnership interests	100,000.00	1 unit
Sep. 22, 1981	R. A. Hennigar	"	100,000.00	1 "
Sep. 22, 1981	A. Powis	"	100,000.00	1 "
Sep. 22, 1981	D. Marshall and A. McKinnon	"	100,000.00	1 "
Sep. 22, 1981	A.H. Zimmerman	"	100,000.00	1 "
Sep. 22, 1981	T. J. Bell	"	100,000.00	1 "
Sep. 22, 1981	Lois C. Harris	"	100,000.00	1 "
Sep. 22, 1981	CDC Executive Deferred Compensation Plan Trust	"	100,000.00	1 "
Oct. 30, 1981		Cullation Lake Gold Mines Ltd. - demand promissory notes at prime plus 1%	3,590,704.00	3,590,704.00
Oct. 30, 1981	William T.Callaghan	Brockville-Kensington Partnership - units	5,000.00	3 "
Oct. 30, 1981	Paul Cowan	"	5,000.00	4 "
Oct. 30, 1981	Bob Cressman	"	5,000.00	6 "
Oct. 30, 1981	Jerry Diakiw	"	5,000.00	4 "
Oct. 30, 1981	Jack Cronin	"	5,000.00	4 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981	David M. Disney	Brockville-Kensington Partnership - units	$ 5,000.00	6 units
Oct. 30, 1981	James E. McGirr	"	5,000.00	4 "
Oct. 30, 1981	Clifford A. Grant	"	5,000.00	4 "
Oct. 30, 1981	William Arthur Holden	"	5,000.00	4 "
Oct. 30, 1981	John D. Gowing	"	5,000.00	5 "
Oct. 30, 1981	Hector R. Jones	"	5,000.00	5 "
Oct. 30, 1981	John W. Kippen	"	5,000.00	5 "
Oct. 30, 1981	Paul Kirby	"	5,000.00	2 "
Oct. 30, 1981	Remi McNamara	"	5,000.00	1 unit
Oct. 30, 1981	R.A. McKnight	"	5,000.00	3 units
Oct. 30, 1981	William McVicar	"	5,000.00	4 "
Oct. 30, 1981	Riley Elgin Moynes	"	5,000.00	3 "
Oct. 30, 1981	Donald Mullin	"	5,000.00	4 "
Oct. 30, 1981	Alexander L. Norrie	"	5,000.00	3 "
Oct. 30, 1981	J. F. Quinn	"	5,000.00	4 "
Oct. 30, 1981	Timothy Roebuck	"	5,000.00	3 "
Oct. 30, 1981	Peter N. Ross	"	5,000.00	4 "
Oct. 30, 1981	Douglas C.D.Sifton	"	5,000.00	5 "
Oct. 30, 1981	K. A. Stanley	"	5,000.00	4 "
Oct. 30, 1981	Donald R. Stewart	"	5,000.00	5 "
Oct. 30, 1981	John Sturgeon	"	5,000.00	4 "
Oct. 30, 1981	W.K. Sutherland	"	5,000.00	4 "
Oct. 30, 1981	Jack W. Webber	"	5,000.00	4 "
Oct. 30, 1981	John Zupancic	"	5,000.00	4 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981	John Vintar	Brockville-Kensington Partnership - units	$ 5,000.00	4 units
Oct. 30, 1981	Gary S. Weekes	"	5,000.00	2 "
Oct. 30, 1981	Ray Jamison	"	5,000.00	3 "
Oct. 30, 1981	Fred Speer	"	5,000.00	4 "
Oct. 30, 1981	Harry Ryckman	"	5,000.00	5 "
Oct. 30, 1981	Marvin McCabe	"	5,000.00	4 "
Oct. 30, 1981	Richard McIntosh	"	5,000.00	5 "
Oct. 30, 1981	Don Burgess	"	5,000.00	4 "
Oct. 30, 1981	Gary Accursi	"	5,000.00	1 unit
Oct. 30, 1981	Eric Lewis	"	5,000.00	4 units
Oct. 30, 1981	Walter Coulthard	"	5,000.00	4 "
Oct. 30, 1981	Richard Dodds	"	5,000.00	6 "
Oct. 30, 1981	Edwin Taylor	"	5,000.00	4 "
Oct. 30, 1981	APC Investments, Inc.	Corinthians South, Ltd. - Limited Partnership interests (units)	100,000.00	1 unit
Oct. 30, 1981	Balyrobe, Inc.	"	100,000.00	1 "
Oct. 30, 1981	Barwood Incorporated	"	100,000.00	1 "
Oct. 30, 1981	Wendy Bilinsky	"	100,000.00	1 "
Oct. 30, 1981	Marion Bottomley	"	100,000.00	1 "
Oct. 30, 1981	Terrance P. Clark	"	100,000.00	2 units
Oct. 30, 1981	Sage Holdings Inc.	"	100,000.00	1 unit
Oct. 30, 1981	F V S Inc.	"	100,000.00	1 "
Oct. 30, 1981	103 Corp.	"	100,000.00	1 "
Oct. 30, 1981	KMR Holdings Inc.	"	100,000.00	2 units

Continued

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981	R.J.T. Investments Inc.	Corinthians South, Ltd. - Limited Partnership interests (units)	$ 100,000.00	1 unit
Oct. 30, 1981	J.P. Holdings Inc.	"	100,000.00	1 "
Oct. 30, 1981	C. Harry Rosier	"	100,000.00	2 units
Oct. 30, 1981	Estate of A.A.Schmon	"	100,000.00	1 unit
Oct. 30, 1981	Florida Seven Inc.	"	100,000.00	1 "
Oct. 30, 1981	Nautalex Holdings Inc.	"	100,000.00	1 "
Oct. 30, 1981	Tori Investments Inc.	"	100,000.00	2 units
Oct. 30, 1981	Merve, Inc.	"	100,000.00	1 unit
Oct. 26, 1981	Galleon Realty Ltd.	General American Properties Inc. - Class "A" Special shares	3.19	100,000 shrs
Oct. 22, 1981	Denis Lafreniere	Nabu Manufacturing Corp. - common shares	15.00	16,000 "
Aug. 24, 1981	Steve Gordon - In Trust	"	15.00	16,500 "
Oct. 22, 1981	Denis Lafreniere	"	15.00	24,000 "
Oct. 30, 1981*	Sun Life Assurance Co. of Canada	Northern Telecom Ltd. common shares	51.00	8,220 "
Oct. 23, 1981*	The Wildcat Oil & Gas Syndicate	Killucan-Four Way 81-82 Program - units	10,000.00	20 "
Oct. 13, 1981	Paul Jones	Golden Goose Gold Mines Ltd. - common shares	1.00	75,000 "
Oct. 13, 1981	William and Marjorie Melnick	"	1.00	6,250 "
Oct. 2, 1981	Commercial Finance	Western Stockyards Ltd.	7.50	333,334 "

Transaction Date	Purchaser	Security	Price	Amount
Nov. 2, 1981	Alexander D.G.Reid	Wescap Energy Corp. common shares	$ 1.00	10,000 shrs
Oct. 30, 1981	Inuit Development	Royex Sturgex Mining Ltd. - Promissory Note prime rate and 1% payable on demand	354,572.63	$ 354,572.63.00
Oct. 30, 1981	Isobe Gow	Willow Pond Realty Associates Ltd. - units	43,660.00	25 units
Oct. 30, 1981	Hugh D. Borthwick	"	75,000.00	1 unit
Oct. 30, 1981	C. David Clarke	"	75,500.00	5 units
Oct. 30, 1981	Charles Fraser	"	75,500.00	1 unit
Oct. 30, 1981	Dr. Tudor Dabuleanu	"	75,500.00	2 units
Oct. 30, 1981	Ross G. McWhinne	"	76,900.00	1 unit
Oct. 30, 1981	Dr. Hart A.Harvey	"	75,966.00	6 units
Oct. 30, 1981	Reno Stradiotto	"	75,499.00	6 units
Oct. 30, 1981	Dr. Robert Grant Jones	"	75,966.00	3 units
Nov. 4, 1981	N.M. Paterson & Sons	Silverside Resources Inc. - common shares	.85	117,647 shrs
Oct. 30, 1981	Commonwealth Dev. Finance Limited	Scintrex Limited - common shares	10.00	50,000 shrs
Oct. 30, 1981	CDFC Holdings Ltd.	"	10.00	50,000 shrs
Nov. 2, 1981*	Bank of Montreal	Stelco Inc. - series "A" preferred floating rate	25.00	8,000 shrs
Nov. 2, 1981	Bank of Montreal	"	25.00	8,000 shrs
Nov. 3, 1981	Dr. Robert Begg	The Westwood Partnership - units	99,296.00	2 units
Nov. 3, 1981	Dr. C.G. Heaven	"	99,296.00	2 units

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 3, 1981	Dr. Zenon Zadvorny	The Westwood Partner- ship - units	$ 99,296.00	1 unit
Nov. 3, 1981	Dr. F.K. Esoi-Tutu	"	99,296.00	2 units
Nov. 3, 1981	Dr. L.J. Turner	"	99,296.00	2 units
Nov. 3, 1981	Dr. Simon Baker	"	99,296.00	3 units
Nov. 3, 1981	Dr. William Redpath	"	99,296.00	2 units
Nov. 3, 1981	Dr. R.A.Weitemeyer	"	99,296.00	1 unit
Nov. 3, 1981	Dr. L. Wedderburn	"	99,296.00	1 unit
Nov. 3, 1981	Dr. L.N. Brown	"	99,296.00	3 units
Nov. 3, 1981	Dr. J. Kerr	"	99,296.00	2 "
Nov. 3, 1981	Dr. S. Leete	"	99,296.00	2 "
Nov. 3, 1981	Dr. G. Varughese	"	99,296.00	1 unit
Nov. 3, 1981	Dr. Colin Walker	"	99,296.00	2 units
Nov. 3, 1981	Dr. Ervin Letwin	"	99,296.00	3 "
Nov. 3, 1981	Dr. D. McGregor	"	99,296.00	1 unit
Nov. 3, 1981	Dr. P. Hirsch	"	99,296.00	1 "
Nov. 3, 1981	Dr. A. Cohen	"	99,296.00	1 "
Nov. 3, 1981	Dr. Y. Akyurekli	"	99,296.00	1 "
Nov. 3, 1981	Dr. H. Preston	"	99,296.00	1 "
Nov. 3, 1981	Dr. W.A. Howe	"	99,296.00	2 units
Nov. 3, 1981	Dr. D.S. Wharton	"	99,296.00	2 "
Nov. 3, 1981	Dr. J.E. Hyland	"	99,296.00	1 unit
Nov. 3, 1981	Dr. D. Hill	"	99,296.00	1 "
Nov. 3, 1981	Dr. S. Harris	"	99,296.00	1 "
Nov. 3, 1981	Dr. Peter Fowler	"	99,296.00	2 units

Transaction Date	Purchaser	Security	Price	Amount
Nov. 3, 1981	Dr. Bruno Galisky	The Westwood Partner- ship - units	$ 99,296.00	1 unit
Nov. 3, 1981	Dr. S. Carton	"	99,296.00	2 units

REPORT MADE UNDER SUBSECTION 5 OF SECTION 71 OF THE ACT WITH RESPECT TO THE OUTSTANDING SECURITIES OF A PRIVATE COMPANY THAT HAS CEASED TO BE A PRIVATE COMPANY

Name of Company	Date when Company ceased to be a private Company
Metafuse Limited	July 6, 1981

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
James T. Riley	Ameracrude International Inc. - common shares	20,000 shrs
Security Trading Limited	Mineral Resources International Limited - common shares	340,571 "
444112 Ontario Inc.	Public Storage Canadian Properties II Partnership Units	168,000 units

TAKE-OVER BIDS, ISSUER BIDS

ABERFORD RESOURCES LTD.
(OFFEROR)

ABERFORD RESOURCES CORPORATION
(OFFEREE)

B.E. ACQUISITIONS INC.
(OFFEROR)

WESTERN GEAR CORPORATION
(OFFEREE)

NOTICE OF INTENTION _ FORM 35 - NORCEN ENERGY RESOURCES LIMITED

CONTINUOUS DISCLOSURE FILINGS

ERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

ANNUAL FINANCIAL STATEMENTS

INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)

INTERIM FINANCIAL STATEMENTS

TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL

OTHER REPORTS

REPORT OF MATERIAL CHANGE (FORM 27)

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MACKENZIE EQUITY FUND
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MAGNA INTERNATIONAL INC.
MAJESTIC WILEY CONTRACTORS LIMITED
MAPLE LEAF GARDENS, LIMITED
MARKEL FINANCIAL HOLDINGS LIMITED
MASCAN CORPORATION
MASSEY-FERGUSON LIMITED
MSR EXPLORATION LTD.
MEDCON RESOURCES LTD.
MELCOR DEVELOPMENTS LTD.
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MICC INVESTMENTS LIMITED
MIDLAND NICKEL CORPORATION LIMITED
MINORCO CANADA LTD.
MITEL CORPORATION
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NEARTIC RESOURCES INC.
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NORTHGATE EXPLORATION LIMITED
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NOVA SCOTIA SAVINGS & LOAN COMPANY
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THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED
THOMPSON-LUNDMARK GOLD MINES LIMITED
TORONTO-DOMINION CENTRE LIMITED
TOTAL PETROLEUM (NORTH AMERICA) LTD.
TRADERS GROUP LIMITED
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GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED
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MACO INDUSTRIES LTD.
McLAREN INVESTMENT MANAGEMENT
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NL INDUSTRIES, INC.
ORION CAPITAL CORPORATION
SARSDEN CONSOLIDATED PROPERTIES LIMITED
TANDY CORPORATION
WASP INTERNATIONAL RESOURCES INC.
WESTWOOD PARTNERSHIP
YELLOWSTONE PETROLEUMS LTD.

NEW ISSUE AND SECONDARY FINANCING

BRAESWOOD EXPLORATIONS LIMITED

'inal receipt was issued on November 6, 1981 for a final prospectus lated November 4, 1981 qualifying 300,00 common shares (without par 'alue) to be offered at $.80 to net the company $120,000.

'here is also a secondary offering of 122,450 shares, the proceeds 'rom which will accrue to the underwriter and not the company.

'romoter: Cadre Corporation (Frank Cadesky)

'nderwriter: A.C MacPherson & Co. Limited

"HUMUNGUS" HUMONGUS PRODUCTIONS LTD.

. final receipt was issued November 5, 1981 to Humongus Productions .imited for a prospectus dated November 3, 1981 offering for sale .n Ontario 200 units of undivided ownership interest in feature ength motion picture tentatively entitled "Humungus" at a price of 10,000 per unit, to net the company $1,820,000 before expenses of ssue.

.gent: Osler, Wills, Brickle Limited

'romoter: Michael Stevenson

UNIVERSAL SAVINGS JAPAN FUND

'inal receipt issued November 5, 1981 for a prospectus dated 'ovember 2, 1981 qualifying for sale in Ontario mutual fund units t net asset value plus sales commission.

'istributor: Universal Savings Fund Management Limited

PRELIMINARY PROSPECTUSES CLOSED

EXTENDICARE LTD.

'ursuant to section 25(1)2 of the regulation under the Securities .ct, the file on the preliminary prospectus dated May 27, 1981 has 'een closed.

OTHER INFORMATION

TRANSFERS WITHIN ESCROW

BERKELEY MINES LIMITED

From	To	No. of Shares
bert E. Harmon	Antoinette F. Harmon	85
omas V. Hayes	Janney Montegomery Scott Inc.	34
mes B. Milne	Wood Gundy Ltd.	2

HUCAMP MINES LIMITED

From	To	No. of Shares
rgaret Campbell Inc.	Conwest Exploration Company Limited	53,375
	Klondike and LeMoyne Investments Limited	53,500

RELEASE FROM ESCROW

HEDMAN MINES LIMITED

e Commission hereby consents to the release from escrow of the ares of Hedman Mines Limited at present held by you, such release be made pro rata to the members of Dyman Prospecting Syndicate.

ONTARIO OVER-THE-COUNTER MARKET

SUMMARY OF SHARES TRADED

	Month of October		Year-to-Date	
	1981	1980	1981	1980
INDUSTRIAL	3,854,794	7,540,998	63,310,240	22,516,189
MINING	9,290,754	30,806,922	127,790,430	201,907,850
OIL & GAS	6,511,576	4,989,839	55,568,015	41,384,716
	19,657,124	43,337,759	246,668,685	265,808,755

The dollar value for the foregoing trading is not available.

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF MATERIAL
FILED FOR MONTH OF OCTOBER 1981

	1981	1980	January 1 - Oct. 31, 1981	January 1 - Oct. 31, 1980
Insider Trading Reports	1647	2023	19065	17845
Annual and Interim Financial Reports	443	368	5730	5381
Take-Over Circulars	12	7	100	79
Proxy Solicitations and Information Circulars	95	65	1500	1397
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STATISTICS OF FILINGS 1980/81

Comparative monthly and cumulative dollar value of financial filings accepted October, 1981

(IN $000'S)

	MONTH				CUMULATIVE			
	1980		1981		1980		1981	
PROSPECTUSES	Equity	Debt	Equity	Debt	Equity	Debt	Equity	Debt
Bank	-	-	-	-	-	-	575,100	150,000
Film	14,825	-	-	-	43,385	-	1,210	-
Finance	-	-	-	-	4,000	45,000	8,004	244,025
Industrial	119,412	60,000	152,500	27,716	2,282,882	837,500	1,743,448	538,216
M.U.R.B.	3,000	-	4,500	-	25,000	-	21,807	-
Natural Resource								
-Mining - Junior	5,858	-	1,150	-	21,788	-	21,796	-
- Other	-	-	-	-	11,000	-	6,057	4,742
-Oil & Gas - Junior	3,910	-	760	-	19,970	-	54,099	-
- Other	3,500	-	6,250	-	235,370	75,000	330,914	-
Oil & Gas Program	-	-	3,000	-	90,000	-	105,010	-
S.B.D.C.	-	-	-	-	5,530	-	1,000	-
Miscellaneous	-	-	-	-	64,325	-	102,500	-
Sub Total	150,505	60,000	168,160	27,716	2,803,250	957,500	2,970,945	936,983
STATEMENTS OF MATERIAL FACTS								
Natural Resource								
-Mining - Junior	600	-	-	-	2,150	-	400	-
- Other	-	-	-	-	1,002	-	-	-
-Oil & Gas - Junior	850	-	-	-	8,350	-	4,675	-
- Other	10,601	-	-	-	20,785	-	-	-
Sub Total	12,051	-	-	-	32,787	-	5,075	-
PRIVATE PLACEMENTS								
Form 20	116,814	206,629	569,413	109,512	1,135,198	1,350,104	4,736,754	1,259,771
Form 21	5,360	480	1,192	-	83,068	32,729	98,389	9,962
Sub Total	122,174	207,109	570,605	109,512	1,218,266	1,382,833	4,835,143	1,269,733
TOTAL	284,730	267,109	738,765	137,228	4,054,303	2,340,333	7,811,163	2,206,716

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UNIVERSAL SAVINGS JAPAN FUND	68K

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Ontario
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OSC Bulletin

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NOTICE

RE: UNIVERSAL EXPLORATIONS LTD.
JOSEPH A. MERCIER, DONALD J. BUCHANAN, GERALD McGEOUGH and RUSSELL A.L. NUNN --
PROPOSED AMALGAMATION WITH THE PETROL OIL & GAS COMPANY, LIMITED.

Reproduced in this Bulletin are the texts of orders made by the Commission under sections 22, 123 and 124 of the Securities Act pertaining to the proposed amalgamation of Universal and Petrol to form a new company proposed to be named Universal Explorations (81) Ltd. (referred to as "Amalco"). The effect of these orders may be summarized as follows:

1. It is unlawful for anyone to trade in Ontario in securities of Amalco.

2. It is unlawful for anyone to trade in Ontario in securities of either Universal or Petrol for the purpose of giving effect to the proposed amalgamation.

3. It is unlawful for anyone to trade in Ontario in securities of any issuer for the account of or on behalf of any of the following:

   (a) Amalco

   (b) Universal

   (c) Joseph A. Mercier of Calgary, Alberta

   (d) Donald J. Buchanan of Edmonton, Alberta

   (e) Gerald McGeough of Calgary, Alberta

   (f) Russell A.L. Nunn of Calgary, Alberta

The broad meaning of "trade" as defined in paragraph 1(1)42 of the Securities Act should also be noted, since the definition includes, for example, the sale of a security, the receipt by a registrant of an order to buy or sell a security, and any act directly or indirectly in furtherance thereof.

On November 13, 1981, the Commission published the 41st issue of the O.S.C. BULLETIN (Volume 2 #18/81).

The Commission is anxious that the O.S.C. BULLETIN continue to serve the needs of subscribers, and would invite subscribers to submit any suggestions in this regard to

The Secretary
Ontario Securities Commission
10 Wellesley Street E., 6th Floor
Toronto, Ontario

NOTICE

CONSULTATIVE PANELS OF PROFESSIONAL ADVISERS

PROCEDURES

IMMUNITY FROM LIABILITY

INVITATION FOR COMMENTS

Various provisions in the Securities Act and the regulations require that financial statements permitted or required thereunder be prepared in accordance with generally accepted accounting principles. Subsection 1(2) of the regulations provides that where a recommendation has been made in the Handbook of the Canadian Institute of Chartered Accountants which is applicable in the circumstances, the term "generally accepted accounting principles" as used in the Act and regulations means the principles recommended in the Handbook.

The Commission and the Canadian Institute of Chartered Accountants ("CICA") are seeking to establish a procedure whereby members of the latter organization would provide a consultative facility in cases where questions arise as to whether financial statements which have been filed with a provincial securities administrator are in conformity with generally accepted accounting principles. Under this proposed procedure, in the event of an impasse between Commission staff and the issuer over a point of conformity with generally accepted accounting principles and an interim decision by the Commission not to proceed forthwith to a hearing on the issue, the CICA would, on receipt of a joint written request from the Commission, the issuer and the issuer's auditors, select a panel from its members to provide an opinion to each of the three parties making the request as to whether or not the treatment at issue is in conformity with generally accepted accounting principles. The request to the CICA for the constitution of such a panel would include a waiver by each of the parties joining therein of any right of action against panel members, the CICA or the relevant provincial institute that might otherwise arise because of the opinion rendered. The panel members would be appointed to assist the Commission in the administration of the Act under section 5. They would, at the same time, be under retainer to the issuer and its auditors and out-of-pocket expenses of the panel members would be borne by the issuer and its auditor as they see fit. The opinion given would be exactly that, an opinion and not a

decision, and would not be binding on any of the parties. Once the panel's opinion was provided it would lie with the Commission whether to take other proceedings under the Act.

Over and above the waiver of recourse against the panel that must be provided by the Commission, the issuer and its auditor as a condition precedent to the establishment of a panel, the Commission intends to recommend to the Minister that a new subsection be added to section 138 of the Act to the effect that:

> "For the purposes of subsection (2), where, pursuant to a procedure agreed to by the Commission, a chartered accountant, a solicitor or any other person whose profession gives authority to a statement made by him is appointed under section 5 to assist the Commission in determining whether there has been a contravention of the Act or the regulations, any act or omission of the person so appointed in the discharge or intended discharge of his appointment, or of any professional organization or association that has nominated him for such appointment, shall be considered to be done or omitted in compliance with this Act."

Subsection 138(2) of the Act, of course, states that:

> "No person or company has any rights or remedies and no proceedings lie or shall be brought against any person or company for any act or omission of the last-mentioned person or company done or omitted in compliance with this Act, the regulations or any direction, decision, order, ruling or other requirement made or given under this Act or the regulations."

The immunity provided by the proposed amendment to section 138 extends beyond chartered accountants because the Commmission believes the procedures outlined here may serve as a model for consultative panels drawn from other professional groups. Adoption of such procedures will be consistent with the Commission's aim of involving the private sector in the regulatory process.

Comments on this proposal are invited and should be sent, before 21 December 1981, to The Secretary's Office, 6th Floor, 1 Wellesley Street East, Toronto, M7A 2H7. Copies of any comments should also be forwarded to:

R.D. THOMAS, F.C.A.,
General Director of Research,
The Canadian Institute of Chartered Accountants,
250 Bloor Street East,
Toronto, Ontario.
M4W 1G5

and to:

D.A. WILSON, F.C.A.
Executive Director,
The Institute of Chartered Accountants of Ontario,
69 Bloor Street East,
Toronto, Ontario.
M4W 1B3

NOTICE

MANAGEMENT REPORTS IN THE ANNUAL REPORT

At the Canadian Institute of Chartered Accountants' annual conference in September, 1981 at Halifax N.S., a technical session on Management Reports in Annual Reports was presented.

The speakers at this session were:

James L. Goodfellow, C.A. (Panel Chairman)	-	National Director of Accounting and Auditir Services for Touche Ross & Co.
George L. Henthorn	-	Vice-President of Finance and Comptrolle Bell Canada
Henry J. Knowles, Q.C.,	-	Chairman, Ontario Securities Commission

The texts of the remarks made by these three speakers are substantially as follows:

REMARKS OF MR. GOODFELLOW .....

I am going to open this session with a brief overview on the subject of management reports. I shall try and identify the issues and explain why this is such a controversial topic. After this introduction, our two panelists will speak. George Henthorn will provide a senior executive's view of the preparation of management reports and Henry Knowles will share with us the insights that he has obtained as one of the leading securities administrators in Canada.

A management report is defined for this session as a formal report included as part of the information distributed to shareholders in the annual report. It is usually prepared and issued by management or in some cases the directors and is separate from the President's report or the Chairman's message.

Pressure for Management Reports

Why has there been a pressure for this type of a report? First, many people have concluded that there is considerable confusion about who is responsible for the preparation of the financial statements. Is it the auditor or is it management? Most Canadian Companies Acts state that the Board of Directors are responsible for the information and the disclosures contained in the financial statements. How do the directors discharge their statutory responsibilities, and what is the role of the senior management?

In the U.S. there was a public outcry about improper and illegal payments. The Securities and Exchange Commission's (SEC) investigations disclosed that the use of slush funds and other practices subverted both the accounting system, and the company's internal controls. Consequently many of these transactions were not fairly presented in the financial statements. The SEC suggested that a requirement for management to examine its internal accounting controls and report the results in a management report would cure this problem.

Finally, this whole issue is a response to increasing pressures in society for more accountability from all of our institutions; business, government and even auditors. It is the global pressure for accountability which is partly responsible for the increased interest in management reports.

Evolution of Management Reports

The evolution of management reports begain in 1978 in the United States with the Cohen Commission. This commission believed that a management report would reduce the confusion we identifed earlier. The Financial Executives Institute (FEI) supported this recommendation and came forward with guidelines for preparing management reports. The SEC in a very conroversial action also issued proposals that were subsequenily withdrawn. Finally the American Institute of Certified Public Accountants (AICPA) set up a Special Committee that supported the issuance of management reports.

In Canada, the Adams Report reviewed the U.S. literature and developments, and also recommended a management report. The Canadian Securities Commissions have issued two documents, one suggesting a directors' report, and the other requiring a management report dealing with contingencies. Finally, there is the recent Joint Study issued by the Canadian Institute of Chartered Accountants (CICA) and Financial Executives Institute of Canada (FEIC), which made recommendation for management reports and their contents.

Contents of Management Reports - U.S. Proposals

Let us now review some of the items that are being considered for inclusion in a management report. In 1978 the Cohen Commission recommended that the management report should contain:

- a statement that management is responsible for the financial statements;
- a statement that the financial statements are prepared in accordance with generally accepted accounting priniples (GAAP) appropriate in the circumstance;
- a statement that all uncertainties have been appropriately accounted for or disclosed;
- a statement that legal counsel had been consulted i the accounting for and disclosure of legal matters, and that those matters have been appropriately account for or disclosed;

- management's assessment of the company's accounting system and the controls over it including a description of the inherent limitations of internal control;

- management's response to material weaknesses identified by the auditors;

- a description of the work of the audit committee and the internal auditor;

- an explanation of any change in auditors;

- information on the extend of non-audit services;

In 1979 the SEC responded with a two step program. In the initial year management would be required to state whether the internal accounting control objectives as set forth in the Foreign Practices Act were achieved at the year end, as well as management's response to material weaknesses communicated by the auditors. In subsequent years, the SEC wanted management to disclose whether the internal control objectives had been achieved throughout the year, as well as any weaknesses identified by the auditor that have not been corrected. As for the auditors, the SEC felt they should examine and report on the statements of management in the management report.

The SEC proposals got a thoroughly negative response. There were over 900 responses - almost all of which were strongly opposed. In 1980 the SEC decided that it would not act upon these recommendations. However, it did state that it would monitor developments, and if there is not a significant improvement in the form and content of management reports, then it would take action at a future date. Subsequent , there has been a change in government and a new chairman, of the SEC, so it is unclear as to what action the SEC will take.

In 1979 an AICPA Special Advisory Committee on Reports by Management also recommended items for inclusion in the management report. It felt that the statements on material uncertainties, the statements regarding consulting legal counsel, the disclosure of non-audit services and the statements regarding material weaknesses in internal control should not be included in management reports.

Contents of Management Reports - Canadian Proposals

In Canada, the Adams Committee suggested that the

primary purpose for a management report should be to acknowledge management's responsibilities for the financial statements. Adams felt that the report should disclose the fact that the board of directors had approved the annual report and that the management report should replace the traditional signatures on the balance sheet. However, Adams did not recommend statements which provide assurance on internal control, assurance on legal matters or disclosure of change in auditors.

In 1979 the Canadian Securities Administrators issued the following proposal and call for comment

> "The Canadian Securities Administrators have agreed to encourage reporting issuers to include in annual reports to security holders the 'management report' recommended by the Adams Report. Such a 'management report' should include, as a minimum, a statement that the board of directors has approved all of the information in the annual report, that the accompanying financial statements have been prepared by management in conformity with generally accepted accounting principles, that the principles used were those judged by management to be most appropriate for the reporting issuer, and that the financial information included elsewhere in the annual report is consistent with the financial statements. This directors' report (or 'management report') should accompany, but not be a part of, the financial statements."

That brings us to the 1981 joint FEIC/CICA study whi is the latest proposal dealing with what should or should not in the management report. The FEIC/CICA studyrecommends that management report should make reference to the estimates and judgements required in the preparation of financial statement The inclusuion of managementrepresentations on internal contr are considered appropriate, provided they are expressed in te of reasonable rather than absolute assurance. The study also suggests reference be made to the auditor's responsibility fo his examination, an explanation of the role of the auditor, a statement that the board of directors has approved the annual report, reference to the composition and duties of the audit committee and reference to the company's code of business eth

Developments in Practice

Finally, you may be interested to learn what has happened to date in practice. I have reviewed the 325

companies that are used for the CICA publication "Financial Reporting in Canada". I found that 81 companies had dealt with some of the issues that have been addressed here. The majority of these companies acknowledged management's responsibilities in the statement of accounting policies. However, 45 companies issued a separate management report. About half of these reports were signed by the chief financial officer, and most were presented adjacent or close to the auditor's report.

Most of these reports stated that the financial statements were in accordance with GAAP and twelve gave some information on accounting estimates and judgements. Thirty eight discussed management's responsibility for the financial statements, and 32 made some reference to internal control. With respect to internal control, some companies did not follow the recommendations of the FEI/CICA study and referred to absolute rather than reasonable assurance from internal control.

Twenty three companies discussed the role of the external and the internal auditor, and 31 reviewed the roles and responsibilites of the board of directors and audit committee. Interestingly, only 9 companies discussed thier code of ethics or corporate conduct, and only 3 companies referred to the use of the most appropriate accounting principles.

This concludes my review of the background information for our session. Management reports are certainly a controversial issue, and they are beginning to be adopted in practice. There are no required rules at this point in time, practice is evolving and I am sure that our speakers will offer ideas and thoughts as to how that practice should develop. Our first speaker is George Henthorn from Bell Canada. George is the Vice President and Controller of Bell Canada. He is a lover of the Maritimes and welcomes any chance to come back to Halifax, even if it involves participating on a CICA panel. George is active in the Financial Executives Institute and is a frequent speaker at their programs. He is active with the CICA and participated in a number of studies with the CICA, including the joint FEI/CICA study on Mangement Reports. George is currently Chairman of the FEI Corporate Reporting Committee.

REMARKS OF MR. GEORGE HENTHORN .....

Well before getting into the dry stuff, I would like to really confirm that I am a lover of the Maritimes. Ever

since my navy days I have made many visits here both on vacation and business and I even enjoyed being here having to talk about management reporting. Now, from my point of view, management reporting is the most recent wave in the stream of rules, recommendations, standards, regulations and guidelines being generated by a host of regulators and accounting bodies. Looking back in time, and I really have to do that because management reporting is just part of this endless stream. As with most things management reporting started out in a sane manner. I can go back to the time of the South Sea bubble when the reporting of corporate information was clear to the point. Typically, a prospectus of that day would state - funds are required to form an enterprise, to engage in activities which are yet to be determined. Such a simple and forthright statement left no doubt. The investor knew precisely what he was getting into. But alas the poor investor is now confused and swamped by a tidal wave of information which corporate accountants must labour to produce and with the emergence of management reporting, corporate managements must also categorically state that they are responsible for such information. That is a bit much.

I suppose management reporting can be regarded as the icing on the cake or the last straw depending on your point of view. My company, Bell Canada, was one of the first to include a management report in the annual report. We were convinced that unless there was widespread voluntary compliance we would be legislated into more onerous requirements. Now, I would like to cover what the management report should include, what it may include, what it should exclude and how we in Bell Canada are coping with it.

As a minimum, the management report should state that management is responsible for the preparation of the financial statements, refer to management's responsibility for the preparation of the financial statements in accordance with generally accepted accounting principles appropriate in the circumstances. Note I have deleted "most". Certain items which may be considered optional are included in Bell Canada's management report and management representation with respect to internal accounting controls is included in the report. Reference is made to the auditor's report, to the board of director's responsibility for the financial statements and to the role of the audit committee. And to be excluded at all cost category, I would suggest the following - assurances as to legal matters, disclosure of the identity of the auditors of major subsidiaries, description of non audit services provided by the auditor, references to consultations with appropriate experts and very definitely to be excluded any reference to the corporation's social responsibilities. In summary, Bell

Canada's management report attests to management's responsibility for financial information. It provides an assessment of the company's system of internal accounting controls and a description of the audit committee's role as well as making reference to the freedom of access of the internal and external auditors to the audit committee.

The tough question is how do you prove that all those great things are really happening. Obviously, some form of documentation is required particularly with regard to internal accounting controls. And that documentation must be much less voluminous than the hundreds of accounting practices that have been designed, tested and implemented to give reasonable assurance that transactions are being effectively processed to meet the daily requirements of the company. To meet this need in Bell Canada we are developing a manual which outlines the framework of internal accounting controls. This manual will also include a statement of corporate objectives of accounting controls consistent with Canadian securities commissions and SEC compliance and public reporting requirements. The organizational mechanism for monitoring internal accounting controls, includes an internal accounting control committee responsible for ensuring that the system of internal accounting controls is appropriately designed and is functioning as designed. A description of the components of the system of internal accounting controls including their objectives, for example, conflict of interest policy, internal audit program, circular authorization, etc. In addition, Bell as a consolidated entity extends its concern for internal accounting controls to the company's subsidiaries. To give reasonable assurance that the subsidiary systems are no less than that of Bell, letters of assurance are requested and received annually from all main subsidiaries.

A few final words - when you include a management report in the annual report it is essential that the representations made therein be properly supported. There is a rumour that some friends of public accountants even believe that such documentation if it exists should be audited. If that happens sketchy documentation will mean very high audit fees and very wealthy public accountants. Proper documentation will keep the auditor's remuneration down at the level of baseball players salaries. However, the climate is improving and the bonanza for public accountants is unlikely to occur. American business abroad has been severely hampered by the provisions of the foreign corrupt practices act and there is now a strong move afoot to modify that legislation. One consquence of these proposals would be to ease the accounting and records keeping provisions of the existing law. This would in turn impact upon the statements made in the management

report. In this regard, I believe that the probable outcome is that the American position will be very close to the recommendations put forth by the joint CICA/FEIC Study group.

Well, now that I have exhausted you but not the subject, I would like to sum up by saying that I favour the inclusion of a statement in the annual report setting out the responsibility of management with respect to the preparation of the financial statements because such a statement clarifies the respective responsibilities of management and the auditors.

Thank you.

REMARKS OF MR. HENRY KNOWLES, Q.C., ...

I want to build on George Henthorn's theme with you for a few moments but before I do so I want to make a couple of comments from my perspective as a lawyer and as a securities regulator with reference to your profession and to your associations. I think that the CICA is one of the best examples of voluntary association to promote and maintain professionalism. Your continuing education programs, reasoned research, learned publications and voluntary and costly individual participation lead to your forefront position in the community in Canada and elsewhere. Any criticisms or suggestions that I may make in connection with management reports or the activities of your profession come from someone who has a great deal of respect for you and for your associations and I only wish to share with you my perceptions as to possible areas of future difficulty for you in order to help you prepare for the future particularly in the decade ahead.

The role of the CA includes, in the pursuit of enlightened self interest, a duty to maintain and nurture the CICA and each of the provincial institutes and this requires continuation of the historic pattern of individual, active participation and support of the national and provincial institutes. The individual CAs and CA firms as they have in the past must continue to donate time and resources to keep the CA profession in the forefront as a reputable, trustworthy, independent, innovative, and reliable profession.

To maintain this leading position, each present CA as an individual and each CA firm must continue in the voluntary, responsible and public service modes, determined by your predecessors, that have established CA pre-eminence in the business community. In particular, if the new members of your

profession do not follow these historical modes, it is only a matter of time before governments, provincially and federally, will forceably enter the arena and begin dictating to your profession. The nearness of government is amply demonstrated by Ottawa's advances towards politically dictated accounting standards and practices in connection with the proposed national energy program. Any of you who think that I am sounding excessive alarm need only refresh your memory on what is happening in Ottawa in connection with the petroleum industry. These opening comments of mine are meant as praise and commendation for CA public service and leadership well done historically, but also to sound a tentative warning with respect to the future. The danger that I apprehended is before you, individually and collectively through your institutes, is that individually and collectively you may not be supporting your institutes as vigourously as you have in the past. You may be beginning to act as lawyers, that is not all bad, contrary to what Jim says, but it has its drawbacks, it inhibits innovation, it reduces the speed of progress to a snail's pace, which is quite justifiable from a lawyer's point of view and it is indeed a precept of the common law that a changes occur slowly. But lawyer's yardsticks, measures reponsibilities and public mandates, some or all of which you may be inadvertently adopting, are not those of chartered accountants and should only be embraced with caution and after conscious reflection. Also, in some instances you may be moving in reality to the position where you are actually performing the role of management rather than that of a professional advisor.

This leads me to the report of CICA/FEIC Joint Study Group on the management report in the annual reports -- it is an excellent piece of work, it raises the main issues and provides a starting point for future discussion, but that is all. To understand the Study Group's report, you must understand what is the purpose of disclosure. It is to ensure that all of the participants in the capital markets have the same information at roughly the same time with a view to creating an environment in which informed investment decisions may be made so that the capital markets may function with efficiency and with actual integrity and with perceived integrity. What is the purpose of the annual report? It is a part of the continuous disclosure system but a part only. It is a financial presentation, a financial presentation in part only, by management, reported upon, as to the financial statements therein, by an independent auditor appointed by the shareholders. It is also a management tool for communication whereby management, through various executive reports (such as the president's letter, department head's, reports management explanations and interpretations) attempts to advise the

security holders of the value of incumbent management through a precis of favourable corporate highlights and a summary, rational explanation of negative events. It also attempts to stress the value and worth of the corporation;to encourage potential investors and creditors by indicating the value and effectiveness of incumbent management; to highlight the investment potential and credit worthiness of the corporation; and, in some instances, to sell the goods and services of the corporation. Occasionally, and not often enough, the annual report attempts to exert influence on other persons, such as governments and regulatory organizations, and in the rare case on public opinion.

In summary, I believe that the predominant purpose of the annual report is to provide management, not auditors, not lawyers, with a communication tool to report on its stewardship of the corporation during the relevant fiscal period: it also provides basic information to investors to aid them in their own evaluating, estimating, predicting and assessing of the future of the corporation. It is not a document published by the auditors as the auditor's means of communicating with the shareholder and should not be a legal document.

On a philosophical plain, I believe that the Study Group report supports this view and in particular in the opening paragraph number 1 of chapter 3 (page 15) that report reads as follows...

> "The board of directors has overall responsibility for the financial statements and formally approves them before they are presented to the shareholders. It delegates responsibility for the preparation of the financial statements to management and it usuall delegates the responsibility for review of the financial statements before they are approved by the board to a subcommittee of the board, the audit committee. The auditor's responsibility is to examine the financial statements and report thereon to the shareholders. These interrelation-ships have often not been well understood by many shareholders and other members of the public."

Paragraph 5 of the same chapter (page 16) under the heading "Responsibility for the Financial Statements and all other information in the Annual Report" reads as follows ...

> "As in the case of preparation of the financial statements, some users may be unaware of the responsibility of management with respect to preparation of information, audited or unaudited,

> contained in the annual report in addition to the financial statements. Additionally, and more importantly, is the question of whether statistical information, whether financial or operating in nature, is consistent, where relevant, with the financial statements themselves. The Study Group concludes that management should confirm that they are responsible for all the information in the annual report and that other financial and operating data in the annual report are consistent with the financial statements."

That takes us down to what is the role of the auditor with reference to the annual report. I speak to you in two capacities in this area - one as a lawyer who spent some twenty years on Bay Street in Toronto and one as a temporary bureaucrat, working exclusively with the Government of Ontario. I believe that technically and legally the auditor has no role to perform, no duty to perform, no responsibility to fulfill and no business being involved in the preparation and review of annual reports other than, perhaps, to ensure that the financial statements and the annual audit report are correctly reproduced in the annual report and perhaps even this exception is not relevant. For example, the opening sentence of paragraph 2 of Chapter 3 (page 15) of the Study Group report reads ...

> "The Study Group agrees with the bodies in Canada and the United States that have encouraged the inclusion of a statement in the annual report setting out the responsibility of management with respect to the preparation of the financial statements because such a statement would clarify the respective responsibilities of management and the auditor..."

And under the heading - "Preparation of financial statements" on page 16, paragraph 4 reads as follows ...

> "Both the Cohen Commission and The Adams Report pointed out that the lack of acknowledgement in the annual report on the part of management for the preparation of the financial statements could lead to an erroneous conclusion by some users that the preparation of the financial statements is the responsibility of the auditors. For this reason, the Study Group believes that there sould be an explicit statement in the annual report of management's responsibility for the preparation of the financial statements."

I would like you carry that thought in your mind as I go through the remainder of my notes because it seems to me that the CA profession is bordering on schizophrenia in terms of what it espouses with that statement that the annual report is managements and what it does in practice where it gets itself involved with the actual preparation of the annual report. I will also indicate to you at the end that I think perhaps this schizophrenic posture may be leading you to the court rooms in this country.

The Canada Corporation Manual, one of the tools used by lawyers that deals obviously with the Canada Corporations Act and the Business Corporations Act of Canada states at page 9 - 10 under the heading "Records - Audits - Filings - Exemptions" ...

> "The Canada Business Corporations Act requires the directors of a corporation to place before the shareholders at every annual meeting comparative financial statements relating to the period that began on the date the corporation came into existence and ended not more than six months before the annual meeting or, if the corporation has completed a financial year, the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting and the immediately preceding financial year."

Also there must be laid before the meeting the repor of the auditor, if any, and any further information respecting the financial position of the corporation and the results of its operations required by the articles, the by-laws or any unanimous shareholder agreement. That manual also states that the directors of a corporation must approve the financial statements and that such approval shall be evidenced by the signature of one or more directors. Then it states that you cannot publish the statements unless you have done all these things.

Thus, dealing only with the Canada Business Corporations Act, and forgetting the provinces, although they are substantially similar, the onus seems to be clearly that the directors not of the auditors. The manual goes on to stat (pages 9 - 21 and 9 - 22), dealing with auditors, that it is the auditor's duty to examine the accounting records of the corporation and to report on the financial statements presente annually to the shareholders and that

> " ... The auditor of the corporation is entitled to receive notice of every meeting of shareholders, and at the expense of the corporation, to attend and be heard on matters relating to his duties."

The information that follows this quotation in the manual goes on to make it abundantly clear that the auditor's duty is related only to his role as auditor and he has no further responsibility beyond that unless he assumes it voluntarily in which case he will be accountable for it. An auditor of a corporation who fails, without reasonable cause, to attend a meeting where his presence has been requested is guilty of an offence. To my knowledge that is the only corporate responsibility you have. If you are required to be there, you must be there. Thus the auditor's duty and legal responsibility seems to be related solely to the examination of the accounting records and reporting on the annual financial statements.

The Study Group report in paragraphs 1, 2 and 5 of Chapter 5 (pages 42 to 43) seems to embrace that thought,

> "The object of an audit of financial statements is to express an opinion on the fairness with which they present the financial position, results of operations and changes in financial position in accordance with generally accepted accounting principles. ... "

It goes on to talk about special circumstances and what you should do in such circumstances.

> "The operations of an organization are under the control of management which has the responsibility for the accurate recording of transactions and the preparation of financial statements in accordance with generally accepted accounting principles. .... "

It is management's responsibility, not the auditors, not the lawyers and not securities regulators.

> " ... These responsibilities include designing and maintaining accounting records and internal controls, selecting and applying accounting policies, safeguarding assets and preventing and detecting fraud and error. An audit of the financial statements does not relieve management of its responsibilities. The auditor may make

> suggestions as to the form or the content of the financial statements, or he may draft them in whole or in part, based on management's accounting records. However, financial statements remain the representations of management." ...
>
> "Auditing standards in Canada do not require the auditor to consider the annual report in its entirety although, in practice, many auditors do obtain a draft of the annual report to review its content for consistency between the audited financial statements and financial information derived from the financial statements and presented elsewhere in the annual report."

At this point, I believe that the philosophy espoused by the Study Group and the philosophy to which I, as a lawyer and in my temporary capacity as a securities regulator, espouse, are one and the same, that is, I agree with and support the conclusions of the report that read as follows at page 16 ...

> " ... For this reason, the Study Group believes that there should be an explicit statement in the annual report of management's responsibility for the preparation of the financial statements ... The Study Group concludes that management should confirm that they are responsible for all information in the annual report and that other financial and operating data in the annual report are consistent with the financial statements ..."

But I am not neutral, assuming that there are going to be legislative requirements for management reports - and I will come back to that later - and by legislative I don't mean just government - the CICA through its handbook, at least in Ontario, is a legislating body that binds the corporate issuers to its mandates.

I am not neutral as is the Study Group with reference to the inclusion or exclusion of (see page 2 of The Report)

> "... an explanation of the role of the auditor, the nature of the audit function, and the objectives and limitations of an audit".

Rather, I believe that the belief of the Study Group, as described in paragraph 23 of chapter 5 of its report, should be mandatory if a management report is going to be mandatory.

That belief is stated by the Study Group as follows ...

> "To the extent that it would clarify management's responsiblity for the financial statements and the content of the annual report as a whole, the Study Group believes that it would be appropriate to describe the role and responsibilities of the external auditor with respect to the financial statements contained in the annual report."

Because I am persuaded by, among other things, the statements of the Study Group in paragraphs 7 and 8 of chapter 5 (page 43) where the reasons for the description of the external auditor's role are set forth, I believe that it is not proper to exclude such a description from the annual report. In addition, it is only with the inclusion of such information as to the auditor's role, that the Study Group's recommendation, that the scope of the director's approval of the financial statements should be clarified, can be made truly meaningful. And I believe that the items that the Study Group believes are mandatory for inclusion in the management report, accurately summarized in chapter 1 in these words ...

> " ... the Study Group recommends that, as a minimum, the management report should state that management is responsible for the preparation of the financial statements; confirm that management is responsible for all the information in the annual report and that other financial and operating data in the annual report are consistent, ... with those ... in the financial statements; refer to management's responsibility for the preparation of the financial statements in accordance with ... " gaap

may give a misleading impression of the auditor's role, absent a succeint but direct discussion of the part played by the auditor in the process.

The foregoing starts the discussion of what I believe should be included in the management report.

The Study group classifies as optional and neither advocates nor opposes the inclusion in the management report of those items summarized at page 2 of Chapter 1 of the report. I agree with the Study Group as to all of the items (other than the description of the auditor's role) that are in the optional sections. I further agree with the Study Group that mangement should determine whether or not to discuss such matters.

As to those items that the Study Group believes should not be covered in the management report, as a lawyer, I agree with the items described in chapter 1 under the heading of "Assurances that all material uncertainties have been appropriately account for or disclosed", but I disagree with those items synopsized as "reference to consultation withappropriate experts; reference to the corporation's social responsibilities"; believing these to be more appropriately left to the discretion of the management. Surely enough rules and regulations exist to protect the reader without adding additional bureaucratic, either government or private sector,red tape. As a securities regulator I disagree with the exclusion of those items described in the chapter 1 synopsis as "reference to a change of auditors and the reason for the change; the disclosure of the identity of the auditors of major subsidiaries; description of non-audit services provided by the auditor." I disagree with those exclusions assuming that the CICA mandates the contents that should be in the report. (See National Policy 31).

If you don't mandate or legislate what management should put in its report, then such exclusions should not be of concern to securities regulators. Once the CICA starts to determine what should be included in the reports then the securities regulators will become involved and want to have participation in the inclusions and exclusions from that list.

The exclusions of all these items bring me full circle to my opening comments. The exclusions that I have just mentioned dealing with auditors seem to indicate to me as a lawyer and a securities regulator

(i) a professional direction to shield the CAs full involvement from public scrutiny;

(ii) to evidence a desire to withhold full disclosure from the auditor's clients, the shareholders, and remember, that it is the shareholders who appoint the auditors;

(iii) to establish or seek to impart a more vigorous disclosure requirement for the corporation and its management than the CAs impose upon themselves;

(iv) to assume that the public does not or could not perceive an auditor as having a conflict of interest; and finally,

(v) to create a false and misleading impression as to the reliance that may be placed upon the inclusion of an independent auditor's report, i.e., it is possible that such disclosure may lead to the conclusion or the apprehension that the auditor is not independent in a particular situation.

In addition, surely the management report in the annual report should not be commented upon by the auditor for fear it really ceases to be a management report and becomes an additional auditor's report. I understand fully the fiction, as I label it, that the notes to the financial statements are managements. Having participated in many public financings, I would defy any one to get a note in the financial statement changed without the concurrence or blessing of the auditor involved. If the auditor's responsibility is as just discussed, i.e., limited to review of accounting records and further limited by the scope of the audit report, then exposure to liability, which is only a legal measure of accountability, is correspondingly narrowed.

If contrary to the foregoing the auditor has actual involvement in the annual report or the management report therein, then the responsibility at law and before regulatory authorities may be unlimited. With reference to the financial statements, if I were to have you in a court or to have you before me as a regulator and was trying to attack the statements or reports I would want to know who had done the first draft, who had prepared the notes, who had the final say, who really participated in the process. It is my belief from my experience in the business community that there is not one public issuer where it would not come out that both management and the auditor had the joint and several responsibility for the reports and jointly and severally participated in their preparation. I believe that any court would then hold you jointly liable with management for the reports as your documents notwithstanding the fiction that they belong to management.

With reference to the management report and the annual report I would ask the same questions. Did the CAs make any suggestions, were they implemented - a very important question if they made suggestions and they were actually implemented for it then starts to be the CA's document as well as management's document. If the CAs threaten to qualify the audit report if changes are not made, that would certainly indicate that CA' have a predominant influence in the making of the report. If affirmative answers are given to these and similar questions then regulatory and legal accountability may follow. One of the legal yardsticks for determining liability of which you are all aware asks: Notwithstanding the theory what is the custom of the trade? If you can establish what is the custom of the trade you may be able to fix liability, and I think that that is something about which you should be concerned. In practice: Is the annual report the product of joint presentation, ie., the reality of joint accountability versus theory of management only being responsible. I think

that you could very easily establish in the Canadian financial and business community that the financial statements in practice are a joint presentation and only in theory a management presentation. That may lead to the legal conclusio of actual responsibility assumed or undertaken versus fictiona role. And I think that you will find in the courts of our country that ultimately liability will follow actual responsibility assumed versus the fictional role.

In conclusion, I would like to give you a few things to think about. Again in my role as a lawyer and understandin that that means that I do not understand your profession and I am not good at mathematics, also as a regulator, and I would rather not have the comments on what that is, I ask you to mak up your minds, as professionals, as to your proper role and your responsibility. I am not quarrelling with you, I am not trying to legislate it upon you. Make your actual practices conform with the role that you have determined yourselves for yourselves. Be prepared to be responsible and to be held accountable for the role that you have thus assumed. Do not stultify your profession by over legalizing your professional approach or by verbalizing one set of values or course of conduct and following others in reality. Do not order more bureaucracy - let the marketplace determine whether management reports are to be included in the annual reports. Do continue to participate in your profession and its institutions to maintain the dominant, responsible position you have attained for being responsible, innovative, dedicated and accountable.I maintain your past flexibility and willingness to entertain ne and untried concepts. The CICA/FEIC Study Group Report is an excellent example of your willingness to venture intountested and unestablished areas. Don't lose your initiatives, pick u where this report leaves off and pursue the matter of management reports in annual reports to responsible and pragmatic resolve, resisting the temptation to further clutte the marketplace with extra rules and further bureaucracy. The governments are prolific in their introduction of needless and useless information. Your profession should not voluntarily add to the regulatory burdens that rest on management. So I suggest that you do not legislate management reports but leave the issue to be resolved by management and the marketplace jointly. Do not let the annual report, preparation and content, develop from a procedure into a document that is akin to the prospectus procedure and document, both of which which are rapidly becoming overly expensive and useless in the disclosure process.

*** SEE NOTICE ON NEXT PAGE ***

NOTICE

MANAGEMENT REPORT

In December 1979, the Canadian Securities Administrators published a notice entitled "Directors' Report" (Weekly Summary for the week ending December 7, 1979). In that notice, the Administrators encouraged reporting issuers to include a "management report" in their annual report, acknowledging management's responsibility for the information in the annual report, stating that the board of directors has approved the whole annual report, not just the financial statements.

Following comments received, the publication in early 1981 of the report sponsored by the Canadian Institute of Chartered Accountants and the Financial Executivs Institute Canada and discussions at later meetings, the Administrators reiterate their encouragement for the inclusion of such a management report. They are of the opinion that such a report provides valuable information, both for security holders and the general public, on the role and responsibility of all parties involved in the preparation of the financial information.

The management report, when included, should be part of the annual report. It should accompany but not be part of the financial statements. In this report, the management of the issuer should state that:

1. all the information contained in the annual report has been approved by the board of directors, including the financial statements;

2. management is responsible for the preparation and the presentation of the information in the annual report;

3. the financial statements contained in the annual report have been prepared by management in accordance with generally accepted accounting principles appropriate in the circumstances;

4. other financial information in the annual report is consistent, where appropriate, with the financial statements; and

5 the auditor is responsible for auditing the financial statements and for giving an opinion on them.

When the board of directors has an audit committee, the management report should also refer to the composition and duties of the committee and its role with respect to the financial statements of the reporting issuer.

REGULATIONS AND POLICIES OF COMMISSION AFFECTING JUNIOR NATURAL RESOURCE COMPANIES

REPORT OF MENZEL COMMITTEE

Following this notice is a report on the financing of junior natural resource companies prepared by a committee chaired by David G.C. Menzel, Q.C. Release of the report, dated 30 September 1981, was delayed pending completion by the Toronto Stock Exchange of its study on various ways to improve the accessibility of junior companies to development funds through the public market.

A "Proposal to Foster Capital Formation for Junior Resource and Industrial Enterprises" having been published by the Exchange, just this month, it is now appropriate that the Menzel Committee Report be published.

Comments on the Committee's Report are invited and should be sent, by 15 December 1981, to:

The Secretary's Office
Ontario Securities Commission
10 Wellesley St. E.
Toronto, Ontario

Kenneth Wiener
The Toronto Stock Exchange
Markets and Market Development
234 Bay St.
Toronto, Ontario
M5J 1R1

and

D.G.C. Menzel, Q.C.
Campbell, Godfrey & Lewtas
P.O. Box 36
Toronto-Dominion Centre
Toronto, Ontario

September 30, 1981

Henry J. Knowles, Esq., Q.C.
Chairman
Ontario Securities Commission
11 Wellesley Street East
Toronto, Ontario

Dear Mr. Knowles:

A year ago last April the undersigned were asked to review the regulations and policies of the Commission affecting junior natural resource companies "to arrive at specific proposals, if feasible, drafted in form for implementation — for changes in the regulations and policies that will go as far as possible to meet the concerns of industry representatives but in a manner that will continue to enable the O.S.C. properly to carry out its mandate."

All of us have a deep interest and, in one way or another, practical experience with the problems of junior natural resource companies. We all believe that the promotion and financing of junior natural resource companies should be encouraged as being socially useful. We are aware of possible abuses. While we have considered the many background papers which the staff of the Commission and others have kindly supplied, our approach has been practical rather than academic.

As you, the other members of the Commission and the Commission staff are extremely busy, we have decided to set out, firstly, in summary form certain of our conclusions with a minimum of explanation and, secondly, to provide comment. We realize this will produce some redundancy.

Our conclusions are as follows:

1. Many of the regulations and policies of the Ontario Securities Commission are anachronistic because their formulation was based upon a legal and financial environment which no longer exists. The lack of prompt disclosure laws, insider trading laws and laws providing rights and remedies to shareholders created the environment which led to the abuses of the 1950's and early 1960's. There is little need for concern that the introduction of flexibility into junior resource financing will result in a revival of old problems.

The powers and sophistication of your Commission and investor attitudes have so changed during the last 20 years that one should start with a "clean slate" to develop a workable set of rules.

2. Notwithstanding that continuous disclosure principles are much more difficult to apply to natural resource companies than other companies, greater emphasis should be placed on the need to disclose discouraging results as well as encouraging ones.

3. If the distribution of speculative securities is to be encouraged in Ontario, there is a great need for an open competitive market with published prices

and volumes which will discourage trading abuses by making such abuses easier to detect. A junior speculative exchange would accomplish this result and would also provide an administrative body which would have an interest in and the ability to provide self-regulation. If a junior speculative exchange is not feasible at this time, then a published quotation system equivalent to NASDAQ should be encouraged.

4. There is a great need, possibly unique, with junior natural resource companies to retain the promotional interest. A junior industrial company has going concern value; a company whose property has been disproved has none. Rules should, therefore, be designed to encourage the promoter of a natural resource company to continue his efforts on behalf of the company even if the property of the company is disproved.

"Vendor's shares" should be distinguished from "promoter's shares". Vendor's shares are issued in consideration for a property acquired by an issuer and normally held in escrow under a "vendor's agreement". The release of vendor's shares should be based upon the success of the property, success being measured by the amount of moneys expended on the property. Promoter's shares are issued for cash to a person who promotes the issuer and are distinguished from other shares issued for cash by the fact that they are issued at a much lower price per share. Promoter's shares should be held in escrow under a "promoter's agreement" and released only when the company becomes successful as determined by the sustained market price of its shares.

Where the vendor is also the promoter, the vendor-promoter as an exception should be permitted to retain vendor's shares even if the property for

which such shares are issued is disproved on the basis that they are really promoter's shares. Otherwise, the vendor-promoter will start again with a new company to the great disadvantage of the existing shareholders.

5. Where, in the opinion of the staff of your Commission, there is a bona fide arm's-length dealing between the vendor-promoter interest on the one hand and the person (the "underwriter") who provides the equity financing on the other hand, junior natural resource companies should be treated in exactly the same way as other companies. In circumstances in which there is an arm's-length dealing, there is no reason to limit flexability in forms of financing. An arm's-length dealing provides a safeguard and eliminates the need for policies which stipulate maximum numbers and prices and have a tendency to create rigidity and artificiality.

6. Where there is no arm's-length dealing, the number of vendor's shares should be limited to 750,000 (a traditional number) regardless of the authorized capital. Shares never subjected to or released from escrow would not be counted as vendor's shares so that the issuer would be permitted to issue additional vendor's shares on a "non-arm's-length basis" for further properties but the aggregate number of escrowed vendor's shares at any time outstanding should never exceed 750,000 vendor's shares, except where vendor's shares are issued on an arm's-length basis.

7. As noted above, the release of "vendor's shares" from escrow should be directly related to the amount of expenditures on the property which gave rise to the issue of such shares. "Excess vendor's shares" should be donated back to the treasury with an exception where, in the opinion of the Director, the vendor is the

same person as the current promoter, the "excess" vendor's shares would be treated in the same way as promoter's shares. To enable the prospector-vendor to continue in his business, provision should be made for an "anticipatory" release of up to 10% of the vendor's shares where the financing of a recommended program on the property in question is assured. Released vendor's shares should be freely tradeable as long as the company is a reporting issuer and, if possible, subsection 71(4) of The Securities Act, 1978 should be amended as it seems to us that a vendor should be able to take advantage of the speculative value of the property sold to the extent of released vendor's shares.

Also as noted above, the release of "promoter's shares" from escrow should be directly related to the success of the promoted company measured in terms of market value of its shares. This more difficult concept is discussed at length below.

8. Conclusion 7 relates to a situation where the issuer is basing the sale of treasury shares in part or in full on the property which was sold to it for vendor's shares. Where the issuer is a reporting issuer, the number of vendor's shares issued constitutes a relatively small proportion (say, less than 10%) of the issued shares of the issuer outstanding after the issue and the purchase for vendor's shares is on an arm's-length basis, paragraph 71(1)(m) and clause 34(2)14 of The Securities Act, 1978 would apply but the Director, as a matter of policy, should not (except in exceptional cases) impose any escrow or pooling requirement as the inhibition on trading contained in subsection 71(4) is more than sufficient. Junior exploration companies should be encouraged to acquire, not discouraged from acquiring, promising prospects for shares rather than cash to enable cash resources to be usefully used for exploration work.

9. Junior natural resource companies should be excused from sending to shareholders (as distinct from filing with your Commission) quarterly and half-yearly financial statements. Firstly, shareholders of such companies are not interested in or edified by such statements; they are interested in the results of the exploration programs, and "prompt disclosure" should include lack of success as well as success. Secondly, normally there is broad share distribution of these companies and the cost factor is important. Money should be spent on exploration, not to please accountants. A good argument could be made to the effect that a great deal less cost would be incurred and meaningful results achieved if the requirement was to use Canada News-Wire or some similar service for prompt disclosure.

10. Encouragement should be given to market stabilization procedures. It is suggested that if a person who owns a control block gives to your Commission notice of intention to engage in market stabilization and appropriate information about his control block, then such person should be able to buy and sell shares on the market as long as the identified control block is not touched, but such freedom would not relieve such person from compliance with insider trading rules.

11. As shares of a junior natural resource company are a "half-way house" between a lottery and an investment, "know your client" rules should be modified, not merely not enforced. For example, a broker should "know his client" if he sells an excessive amount of such shares to a single person or family.

12. In the case of policies (as distinct from law, including regulation), the Director should have an overriding discretion to mitigate unintended harsh result

Policies should also be kept as simple as possible and they should be published. One valid criticism of Policy 3-02 is its enormous complexity which virtually gives a monopoly to two or three legal firms who have had a sufficient number of clients to justify the expenses of understanding the policy and formulating precedents to comply with it.

While Mr. Salter and Mrs. Eby have considered our principal working paper and have graciously met with us and discussed certain aspects of the foregoing, in fairness they are not to be associated with any of the foregoing conclusions.

We do not think that the time is right to attempt to draft regulations or policies. We think we should wait until we have some indication from you as to which, if any, of the foregoing conclusions should take the form of a draft regulation or a draft policy so that further study can be given.

We will now add some brief comment. Most of our conclusions can be the subject matter of comment and explanation and, indeed, our principal working paper dealt at some length with each. In an effort to be brief, however, we are going to restrict our comment substantially in the belief that if you want additional explanation, you will ask for it.

(1) We are making no further comment with respect to conclusion 1.

(2) With respect to conclusion 2 we would point out that most junior natural resource companies do not have operating revenues and are, therefore,

completely dependent upon capital markets for funds used in exploration and development. Accordingly, some of these companies tend only to publish good news, whereas it is just as material to the shareholder to be informed of bad news. The lack of success in a drill program, whether for minerals or hydrocarbons, undoubtedly affects the market, with the result that those who hear the news first can sell their shares advantageously. Perhaps one of the difficulties is that the words "change in the business, operations or capital" in the definition of a material change are more appropriate to industrial issuers than junior natural resource companies, with the result that managements of many natural resource companies have not been sufficiently educated to the need for quick publicity with respect to any change which materially affects security values.

(3) We have already addressed you in connection with conclusion 3. We would point out that other jurisdictions have seen the need for a junior exchange. The American Stock Exchange was a junior exchange. While it is still a junior exchange in relation to the New York Stock Exchange, it has become, in effect, a senior exchange, with the result that "NASDAQ" has been invented. We are not familiar with the operation of NASDAQ; we know that it gives publicity to trading in unlisted securities and that its operation requires an administrative staff. Probably it is the first step towards a further junior exchange in the United States. If The Toronto Stock Exchange would undertake a function similar to that supplied by NASDAQ, then it may lead to a junior stock exchange in Ontario which we believe to be highly desirable.

Recognizing needs of junior companies, we believe that the TSE has relaxed its requirements if only to the extent of not changing its requirements to

reflect inflation. We would prefer it if the TSE would see fit to maintain its standards as we believe that a senior exchange performs a very useful social function. We think that it should be encouraged to sponsor a junior exchange, or at least the equivalent of NASDAQ, which would also serve a very useful social function and, at the same time, not adulterate the standing that the TSE has achieved.

The reason for the failure of the Canadian Stock Exchange was, of course, lack of business and we think that the Vancouver Stock Exchange, with all its alleged faults, is a great deal better than having no exchange at all in a boiling speculative market. We decry the loss of business from Ontario to the VSE from the points of view of junior mining companies, investors in Ontario and the securities industry in Ontario.

(4) Conclusion 4 came as a surprise to some of us, but after discussion and consideration we all became convinced that the retention of a promotional interest was essential and, indeed, a fundamental part of existing policies which are designed to attempt to prevent junior natural resource companies from being "one shot companies." We understand that certain dealers on the West Coast encourage junior natural resource companies to acquire a hydrocarbon production base which would give them a minimum income to stay in business. However, we think that the principal way of keeping a junior natural resource company in business is to encourage the promoter-entrepreneur by letting him have and keep a substantial equity interest even though, as we have suggested, he cannot dispose of this interest unless he makes the company successful.

(5)&(6) We are all convinced that to protect the public there should be at least one arm's-length transaction between the vendor-promoter interest and the public. An arm's-length dealing will bring market forces into play which are much more realistic than any policies can possibly be and give desired flexibility in forms of financing. Form has to be increasingly important because of the complications of our taxing statutes and the system of grants to encourage socially desirable endeavours. We recognize that, notwithstanding the desirability of an arm's-length dealing, issuers should not be unduly inhibited where there cannot be such a dealing. However, the Commission should exercise considerable caution where the vendor of property to the issuer is, or is associated with, the person who intends to engage in the distribution to the public of securities of such issuer. In this case the policies relating to release of escrowed shares might be tightened as mentioned below.

(7) We thought that the principal problems confronting the Director of the Commission arose out of paragraphs (b) and (f) of subsection 60(2) of The Securities Act, 1978.

While the mining business in Canada has radically changed during the past 30 years with the emergence of a considerable number of medium-sized and large mining corporations with extensive budgets and staff for exploration, using "tax dollars" and highly expensive and sophisticated procedures for locating potential mines under overburden, there is a general consensus that the individual innovative prospector (or geologist) and junior exploration company should be encouraged not only because our society is concerned with individuals but also because such individuals, despite the financial handicap, are successful.

Encouragement involves the potential for a large reward to compensate for the large risk. The number of vendor's shares should, therefore, be substantial so that there will be the ability to release shares from escrow to keep the prospector in business and, at the same time, to leave shares available to provide the large reward.

However, a prospect has no predeterminable value and the Director has the positive duty to refuse to accept a prospectus if "unconscionable consideration is given for property and sevices". For example, if 750,000 vendor's shares are issued and to test the prospect 200,000 shares are issued to net the treasury $200,000, then the market seems to place a value of $750,000 on the prospect. As very few prospects would sell for this amount in cash, the Director has a problem. The solution already provided for in the Regulations is to require that vendor's shares be donated to the treasury of the issuer if, based on subsequent events, the prospect is found to have been overvalued in relation to the moneys spent to test the prospect. The question is the rate of release of vendor's shares.

We have concluded that vendor's shares should only be released from the "vendor's agreement" on the basis of moneys usefully spent on the prospect that gave rise to the issue of the vendor's shares. We first thought that the net per share received by the issuer on its first distribution to the public should be the basis for release so that, for example, if the net per share were $1.00, one vendor's share would be released for each $1.00 usefully spent on the prospect. We think, however, that this would give rise to potential abuse (in that the initial price might be manipulated) and we have, therefore, come to the conclusion that the rate of

release should be arbitrary. The first one-third of the vendor's share should be released at the rate of one share for each $1.00 spent on the prospect; the second one-third should be released after three times the first amount had been usefully spent on the prospect; and the last one-third should be released after ten times the first amount is so spent. For example, if 750,000 vendor's shares are issued, then the first 250,000 would be released at the rate of one share for each $1.00 usefully spent on the prospect; the second 250,000 would be released after $750,000 had been usefully spent on the prospect and the third after $2,500,000 had been so spent. This conclusion seems to have two advantages. Some shares are released quickly to provide the vendor with money to keep him going. He would get shares if only $750,000 were spent to test the prospect. If all shares are to be released $2,500,000 would have to be usefully spent and it is unlikely that this amount would be spent unless the prospect were intially valuable, even though of unknown value.

The prescribed form of basic agreement could easily include a "inflation" clause which would tie the amounts to 1980 dollars.

The foregoing would not prevent the underwriter from imposi additional release restrictions, and where the vendor and the underwriter a associated, none of the first 250,000 shares in the example would be released un $250,000 had been spent on the property.

The formation of risk capital companies by the issue of shares promoters for cash should be encouraged. Shares issued for cash to promoters becoming more popular. There is at least one fundamental difference betw

promoter's shares and vendor's shares. The vendor owned a property which may or may not become valuable; he has used his energies and imagination to acquire the property; he has fulfilled his function. The promoter or founder has proved nothing; everything lies in the future. Vendor's shares should be released from escrow on a basis as set forth above. There is no reason to inhibit the transfer of vendor's shares within the escrow as long as the transferee acknowledges to the issuer that he takes the shares subject to the conditions as to release from escrow and the requirement to donate them to the treasury if the property turns out to be valueless. On the other hand, promoter's shares should only be released from escrow when the issuer has become successful. There could be many criteria of success, but we think the best is sustained market value, high in relation to the issue price. We throw out the following in relation to promoter's shares:

(a) the definition (which would be difficult to draft) would encompass shares issued to promoters at a substantially lower price than a substantially larger number of similar shares sold to others on an arm's-length basis;

(b) all promoter's shares would be subject to a "promoter's agreement" with the issuer and a trustee whereunder the issuer would have the right to repurchase the shares at cost if the holder ceased to be part of the management of the issuer;

(c) transfers would be prohibited unless the transferee satisfies the Director he is assuming an active management position with the issuer and takes the shares subject to the "promoter's agreement", and

(d) all shares would be released from the agreement if the shares were listed on a recognized stock exchange and traded for 12 consecutive months at prices (exclusive of odd lots) not less than a price determined by a formula, e.g., the greater of four times the issue price in "1980 dollars" or one "1980 dollar".

The foregoing assumes the establishment of a junior recognized exchange. If none is established, then paragraph (d) is perhaps too restrictive.

In the case of promoter's shares, the caution as to dilution should be on the facing page of the prospectus. As the issue price for vendor's shares is arbitrary and often meaningless, issuers should not be encouraged to place a high value on vendor's shares and thus show lesser dilution. The caution should merely state that a given number of vendor's shares have been issued and refer the reader to the section in the prospectus captioned "Vendor's Shares".

Where the vendor is also the current promoter or where the current promoter holds vendor's shares, then with the consent of the Director vendor's shares which would otherwise be subject to donation to the issuer can be released from the "vendor's agreement" as long as such shares become subject to a

"promoter's agreement" on the basis that such shares be treated as having been issued at a price which would be meaningful in applying the test for release from escrow, e.g., one-half the then market price.

We do not think further comment is necessary with respect to the remaining conclusions.

Respectfully submitted

B. Mixon Apple

H.D. Hume

Jack McAdam

James C. McCartney

D.G.C. Menzel

IN THE MATTER OF THE TORONTO-DOMINION BANK

UPON the application, received in completed form on September 22, 1981, of The Toronto Dominion Bank (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of The Toronto-Dominion Bank be and hereby are exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of The Toronto-Dominion Bank through the Stock Dividend and Share Purchase Plan for Common Shareholders and/or the Dividend Reinvestment and Share Purchase Plan for Common Shareholders provided that:

1. Each insider shall file by January 31 of each year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Stock Dividend and Share Purchase Plan for Common Shareholders and/or the Dividend Reinvestment and Share purchase plan for Common Shareholders during the twelve month period ending December 31 preceding such date; and

2. If any insider should dispose of securities acquired through the Stock Dividend and Share Purchase Plan for Common Shareholders and/or the Dividend Reinvestment and Share Purchase Plan for Common Shareholders prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

November 13, 1981.

DISTRICT TRUST COMPANY

UPON the application received on October 7, 1981 and perfected on October 28, 1981 of District Trust Company ("District"), a corporation continued under the Loan and Trust Corporations Act, R.S.O. 1980, c.249, to the Ontario Securities Commission (the "Commission") for:

(a) a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") to permit District to distribute common shares of its wholly-owned subsidiary Shore to Shore International Corporation ("Shore"), an Ontario corporation which is not a reporting issuer within the meaning of the Act, to District's shareholders as a dividend in specie; and

(b) an order pursuant to section 140 of the Act varying the cease trading orders issued by the Commission on May 21, 1981 in respect of the securities of Medlon Small Business Development Limited ("Medlon"), Lonmed Holdings Limited ("Lonmed") and Arcturus Small Business Development Limited ("Arcturus") as varied by the Commission on July 17, 1981 to allow District to transfer the shares of Medlon, Lonmed and Arcturus to Shore;

AND UPON reading the application and the recommendations of the Commission's staff;

AND UPON hearing evidence and the submissions of counsel to District and to the Commission;

AND not being satisfied that to grant the requested ruling would not be prejudicial to the public interest;

AND not being of the opinion that to grant the requested order would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED AND ORDERED that the application be and hereby is denied.

31 October, 1981.

"Henry J. Knowles" "Harry S. Bray"
"G.M. Webster" "R.T. Morgan"
"Stuart Thom"

IN THE MATTER OF CASSELS, BLAIKIE & CO. LIMITED

AND

IN THE MATTER OF BARRTOR AMERICAN FUND

UPON the application of Cassels, Blaikie & Co. Limited (the "Applicant") to the Ontario Securities Commission (the "Commission"), received on August 14, 1981 and perfected on October 26, 1981, pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") in respect of the issue of units of Barrtor American Fund (the "Fund");

AND UPON it appearing to the Commission that:

1. The Applicant carries on business in Ontario as an investment dealer and is registered as such under the Act;

2. The Applicant presently has several accounts in which the investments of certain of its clients in securities traded in the United States of America are pooled (the "Pooled Accounts");

3. The Applicant has established the Fund for the purpose of formalizing the pooling of monies of its clients for investment in securities traded on established securities markets in the United States of America;

4. The Applicant will be the Manager of the Fund, and has engaged J. & W. Seligman Limited, registered as an investment dealer under the applicable laws of the United States of America, to act as fund manager and advisor in respect of the Fund;

5. Victoria and Grey Trust Company Limited is the trustee of the assets of the Fund on behalf of the investors in the Fund;

6. The units of the Fund will be issued initially at $100 (U.S.), will be redeemable at any time at the option of the holder at their proportion of the net asset value of the Fund and are non-transferable; and

7. Each of the prospective investors in the Fund will be furnished with a copy of a Memorandum to Clients and a Declaration of Trust in respect of the Fund, copies of which have been filed with the Commission;

AND UPON reading the application filed, the Memorandum to Clients and the Declaration of Trust hereinbefore referred to, and the recommendations of Commission staff;

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED that the issue of units in the Fund by the Applicant is not subject to sections 24 or 52 of the Act provided that:

1. The Fund is constituted and operated substantially as described in the Memorandum to Clients and the Declaration of Trust herein referred to;

2. Participation in the Fund shall be limited to clients of the Applicant who presently participate in the Pooled Accounts or any of them;

3. The Applicant shall file with the Commission an undertaking to use its best efforts to obtain a receipt for a prospectus for the Fund pursuant to section 60(1) of the Act no later than May 15, 1982; and

4. This Ruling shall cease to be effective as of May 15, 1982.

13th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE SUPREME COURT OF ONTARIO

IN THE MATTER OF the Securities Act, S.O. 1978, Chapter 47 as amended (hereinafter referred to as "the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act;

B E T W E E N:

STUART BRUCE McLAUGHLIN — Applicant

- and -

THE ONTARIO SECURITIES COMMISSION — Respondent

APPLICANT'S STATEMENT

I - The Facts

1. This is an Application for Leave to Appeal from the Order of the Divisional Court dated the 27th of October, 1981 whereby the Divisional Court dismissed an appeal by the Applicant from the Order of the Ontario Securities Commission pronounced by that Commission on the 14th day of April, 1981 wherein the said Commission dismissed the Applicant's Application for an Order pursuant to Section 99(a) of the Act, that the Applicant need not be obligated to comply with Section 91(1) of the Act.

2. The Applicant is and was at all material times the controlling shareholder of S.B. McLaughlin Associates Limited.

Reasons for Decision of the Commission,
Appeal Book, p. 11

3. In particular, immediately prior to September 16, 1980 he was the beneficial owner of 52.895% of the oustanding common shares of that Company.

Appeal Book, p. 34, para. 7

4. On September 16, 1980 the Applicant, through Peel Financial Services Limited, obtained control over a further 150,000 common shares of the Company, thereby increasing the holdings he controlled to 57.929% of the common shares of the Company.

Peel Financial Services Limited acquired those shares pursuant to a private agreement with J. Douglas Crashley and George M. Brown.

Appeal Book, p. 35, para. 9

5. The Respondent Commission found as a fact that the Applicant had actual and effective control of the Company at the date of that private agreement.

Reasons for Decision of the Commission,
Appeal Book, p. 20

6. The purchase price paid for the shares under the private agreement was $12.24 per share. The "market price" per share, as determined by Section 162 of the Regulations promulgat under the Securities Act, 1978, was $9.47 per share.

Reasons for Decision of the Commission,
Appeal Book, p. 15

7. The Applicant sought an Order under Section 99(a) of the Securities Act, 1978 for an Order that he was not obligated to comply with Section 91(1) of that Statute. The Respondent Commission refused to make the Order sought.

II - Legislative History

1. The Securities Act, 1978 (S.O. 1978, c. 47 as amended) was proclaimed in force from September 15, 1978.

2. That Statute is the successor to The Securities Act, R.S.O. 1970, c. 426 which originated in The Securities Act, 1966.

3. Part IX of The Securities Act, R.S.O. 1970, c. 246, entitled "Take-Over Bids" set out, inter alia, the disclosure and substantive requirements that applied to a Take-Over Bid.

4. A Take-Over Bid was defined by Section 81(g) to mean "an offer, other than an exempt offer...to purchase...shares of a Company that (combined with existing shareholdings) will...exceed 20%..." of the outstanding shares of that Company. (underlining added)

5. "Exempt Offer(s)" were not subject to the provisions of Part IX of the 1970 Statute.

6. An "exempt offer" was defined by Section 81(b)(i) to include "an offer to purchase shares by way of private agreement with fewer than fifteen shareholders and not made to shareholders generally". (underlining added).

7. Thus under the 1970 Statute the Take-Over Bid provisions of Part IX of that Statute did not apply to the acquisition of effective or actual control of a Company "by way of private agreement with fewer than fifteen shareholders and not made to shareholders generally".

8. In 1971 the Legislative Assembly appointed a Select Committee of Company Law to "inquire into and review the law relating to merger and amalgamations". In this regard the Committee inquired into the statutory provisions relating to Take-Over Bids.

Appendix "A", Merger Report, pp. (ii) and 25

9. Relevant to this Application is the Committee's inquiry into the Private Agreement exemption contained in the 1970 statut

Appendix "A", Merger Report, p. 28(i)

10. The subject matter of that inquiry was as follows:

> "1. The acquisition of effective control of a company by way of private agreement to purchase such control from a small group of controlling shareholders is a common occurrence. If the number of vendors is less than fifteen, the transaction is an exempt offer[1] and the take-over bid provisions of The Securities Act do not apply. If securities of the acquiring company are involved, the transaction is also exempt from the registration[2] and prospectus[3] provisions of The Securities Act. The acquisition of effective control by a private agreement almost invariably involves the payment of a premium to the selling shareholders and in many cases no general offer is made to the other shareholders to acquire their shares on the same or substantially similar terms. The other shareholders are in the position where control of the corporation in which they have invested has changed leaving them

with two options - to remain as shareholders and accept the changed situation or to sell their shares on the market at a price which will undoubtedly be less than the price received by the controlling shareholders. Should this situation be allowed to continue, should the legislation remove the present private agreement exemption or should the legislation continue the exemption but require, as a condition, that a general offer be made by the offeror to all other shareholders of the same class?"

11. The issue before the Commission was whether one should be able to acquire effective or actual control of a Company by way of the Private Agreement exemption contained in the 1970 Statute. The alternative solutions were threefold as follows:

(i) should the private exemption be allowed to continue;

(ii) should the private exemption be deleted;

(iii) should the private exemption be continued on the condition that if effective control passes by way of the private agreement, then in that event a general offer be made to all other shareholders of the same class.

12. (a) The majority of the Commission favoured maintenance of the Private Agreement exemption without imposition of any condition in the event effective control was acquired by means of the Private Agreement purchase.

Appendix "A", Merger Report, p. 30, para. 7

(b) The Minority of the Commission was of the view "that, while the sale of control or effective control by Private Agreement should not be abolished, the present exemption in The Securities

Act should be made conditional on the person acquiring such control making within a reasonable period...an offer to the remaining shareholders of the same class...".

Appendix "A", Merger Report, p. 31, para. 8

(c) The rationale of the minority opinion was as follows:

> "When a controlling shareholder sells control, the thing he is really selling is corporate assets and the right to control the use of those assets belong to all of the shareholders, not merely the controller".

Appendix "A", Merger Report, p. 31, para. 9

(d) The minority was also of the view that effective control was, prima facia, achieved when the acquisition by Private Agreement resulted in a shareholding of 20% of the outstanding voting shares of a Company.

13. The Report of the Committee was made to the Legislative Assembly and the present Act (The Securities Act, 1978), as it is relevant to the subject matter of this Application, "followed the lead given by the Minority in the Report".

Reasons for Decision of the Commission, Appeal Book, p. 22

14. It implemented the minority recommendation by:

(i) continuing the Private Agreement exemption in Section 88(2)(c); and

(ii) introducing Sections 91(1) and 99(a).

15. (a) Section 91(1) provided that a purchaser who acquired 20% or more of the oustanding voting shares of a Company by way of the Private Agreement exemption [Sec. 88(2)(c)] at a defined price should make a "follow-up offer" to all other shareholders at a consideration equivalent to the defined price.

(b) Section 99(a) provided that the Respondent Commission with the power to decide that such a purchaser "shall not be obligated to comply with [Section 91(1)] where the Commission finds that the offeror will not or did not acquire (by way of private agreement) the power or authority to control the business or affairs of the offeree company".

III - The Issues

1. Were Sections 91(1) and 99(a) enacted to provide protection to the remaining shareholders of a Company where a shareholder acquired control of that Company by way of a private agreement.

2. Given the fact that the corporate asset of control can only be acquired on one occasion should a shareholder be required to compensate other shareholders for that asset on more than one occasion.

3. Should Sections 91(1) and 99(a) not be interpreted to limit the application of Section 91(1) to such circumstances.

IV - Argument

1. The mischief present in The Securities Act R.S.O. 1970, c. 246 and identified by the Select Committee in its Merger Report to the Legislative Assembly was that a shareholder could acquire control of a company by way of the private agreement exemption without being subject to the statutory take-over provisions of Part IX of that Act. As a result that shareholder could acquire from fewer than fifteen shareholders the right to control the use of the assets of the Company, which assets belong to all of the shareholders of the Company, without paying to those shareholders the same premium he paid to the selling shareholders.

2. It is respectfully submitted that the Court should have regard to that mischief in construing the purpose of Sections 91(1) and 99(a) of The Securities Act, 1978.

Laidlaw v. Municipality of Metropolitan Toronto, [1978] S.C.R. 736

Black-Clawson International Ltd. v. Papierwerke Waldhof-Aschaffenburg A.G., [1975] 1 All E.R. 810 (H.L.)

3. It is respectfully submitted that where effective contr is not acquired by way of the private agreement exemption the mischief that formed the foundation of Section 91(1) is not

present and accordingly the purchaser should not be obliged to comply with the follow-up bid provisions of that Section.

4. It is therefore submitted that Section 99(a) be construed as an empowering Section which provides the Respondent Commission with jurisdiction to determine that a purchase "did not or will not" acquire control of a Company by way of the private agreement exemption and if the facts dictate that conclusion the obligation to exempt the purchaser from the follow-up bid provisions of Section 91(1).

5. In this case the Respondent Commission found as a fact that the Applicant "did not or (would) not" acquire control by way of the private agreement exemption. It is therefore respectfully submitted that the Commission ought to have made an Order that the Applicant was not obliged to comply with the follow-up bid provisions of Section 91(1).

6. (a) The Divisional Court found that Section 99(a) "...require(d) the respondent to make a discretionary decision after the condition of not acquiring control has been satisfied". In so finding the Divisional Court relied upon Section 30(16) of the Interpretation Act which provides "In every Act, unless the context otherwise required...'may' shall be construed as permissive".

(b) The Divisional Court therefore found that the Respondent Commission had a discretion at large under Section 99(a). The Applicant respectfully submits that the Divisional Court erred in law in so finding.

7. (a) Section 99(e) of the Act provides as follows:

> "Upon an application by an interested person or company, the Commission may, subject to such terms and conditions as it may impose,
>
> (e) exempt any person or company from any requirements of this Part where in its opinion it would not be prejudicial to the public interest to do so; R.S.O. 1970, c. 426, s. 90, amended."

(b) This Section gives to the Respondent Commission a discretion at large to exempt an applicant from any of the provisions of Part XIX of The Securities Act, 1978, including the provisions of Section 91(1).

8. Since Section 99(e) provides a discretion at large it is respectfully submitted that Sections 99(a) to (d) inclusive should be so construed as to give them a purpose and meaning different from Section 99(e).

9. It is further respectfully submitted that "may" as it is found in the preamble of Section 99 must be interpreted in or way as it relates to (a) to (d) inclusive and in a different way as it applies to (e). "May" is permissive in the context of (e)

10. It is submitted however that the Respondent Commissior is not given a discretion at large in the context of (b) to (d) inclusive. It is clear on the language of (b) to (d) that the Commission is required to make the determination dictated by the facts and that it is not entitled to make a discretionary decis at large.

It is submitted that may is not permissive but is empowering in that context and that Section (a) should be interpreted in a similar fashion.

11. It is further respectfully submitted that Section 88(2)(e) of The Securities Act, 1978 supports the proposition advanced by the Applicant.

12. Section 88(2) defines those take-over bids that are exempted from the provisions of Part XIX of The Securities Act, 1978.

13. Section 88(2)(e) provides in substance that where the purchaser and the vendor under a private agreement each control at least 20% of the outstanding voting shares of a Company at the date of the agreement that a follow-up bid under Section 91(1) is not required of the purchaser.

14. It is respectfully submitted that if a follow-up bid is not required in such circumstances that it ought not be required in a Section 88(2)(c) transaction unless control is acquired by way of the transaction.

ALL OF WHICH IS RESPECTFULLY SUBMITTED

W.A. Kelly, Q.C.
of Counsel for the Applicant

IN THE SUPREME COURT OF ONTARIO

(COURT OF APPEAL)

IN THE MATTER OF The Securities Act, S.O. 1978, Chapter 47 as amended (hereinafter referred to as "the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act.

B E T W E E N:

STUART BRUCE McLAUGHLIN

Applicant

- and -

THE ONTARIO SECURITIES COMMISSION

Respondent

RESPONDENT'S STATEMENT

Part I: Nature of Application

1. This is an Application for Leave to Appeal by Stuart Bruce McLaughlin from the unanimous Judgment of the Divisional Court whi dismissed an appeal under section 9 of The Securities Act 1978, S.O. 1978, c. 47, (hereinafter referred to as the "Act") by Stuart Bruce McLaughlin from an Order of the Ontario Securities Commission dated the 14th day of April 1981. By the latter Order, the Commission refused an application by Stuart Bruce McLaughlin

for an Order under section 99 of the Act that the Applicant be exempted from the obligation to comply with section 91(1) of the Act.

Part II: The Facts

2. Reference is made to the Statement of the Respondent filed at the hearing before the Divisional Court for a full dissertation of the relevant facts. The following is a summary of the facts as found by the Ontario Securities Commission and by the Divisional Court, which facts were not disputed before either the Commission or the Court by the Applicant:

(a) On September 16th, 1980, the Applicant, by way of private agreement with two Ontario resident vendors, purchased 150,000 shares of S.B. McLaughlin Associates Limited at a price of $12.24 per share;

(b) The market price of the shares was $9.47;

(c) The purchase by the Applicant constituted a "take-over bid" within the meaning of section 88(1)(k) of the Act;

(d) The aforementioned take-over bid brought into play section 91(1) of the Act which reads as follows:

> "91(1) Where a take-over bid is effected without compliance with section 89 in reliance on the exemption in clause (c) of subsection (2) of section 88, if there is a published market in the class of securities acquired and the value of the consideration paid for any of the securities acquired exceeds the market price at the date of the relevant agreement plus reasonable brokerage fees or other commissions, the offeror shall within 180 days after the date of the first of the agreements

comprising the take-over bid, offer to purchase all of the additional securities of the same class owned by security holders, the last registered address of whom is in Ontario or in a uniform act province, at and for a consideration per security at least equal in value to the greatest consideration paid under any such agreements, and that offer shall be a take-over bid for purposes of this Part."

(e) All of the requirements of section 91(1) had been met. The Applicant, therefore, was required to make a follow-up offer for all additional shares unless he obtained an exemption pursuant to section 99 of the Act;

(f) The Applicant applied for an exemption only pursuant to section 99(a) of the Act;

(g) The Applicant offered no evidence at the hearing.

3. The Ontario Securities Commission, sitting as a six man panel, unanimously rejected the application of the Applicant for an exemption. In the course of its decision, the Commission did not find it necessary to deal with the questions raised by the existence of certain outstanding warrants which, prior to the acquisition of the shares by the Applicant pursuant to the private agreements giving rise to these proceedings, had the potential eff of diluting the Applicant's percentage holding in S. B. McLaughlin Associates Limited to less than 50% of the issued common shares.

4. The Ontario Divisional Court unanimously dismissed the appeal of the Applicant from the decision of the Commission

and reached the following conclusions:

> "The section itself (ie.) s.99) uses the permissive word "may" as well as the verb "decide". The Interpretation Act provides:
>
> "30. In every Act, unless the context otherwise requires,
>
> 16. 'may' shall be construed as permissive".
>
> In our view the context does not otherwise require. Indeed, the section seems to require the respondent to make a discretionary decision after the condition of not acquiring control has been satisfied. Moreover, the respondent in its reasons pointed out that one of the objects of the Act is the protection of minority shareholders In our view, that protection may well be as much needed where the take-over bidder has already acquired control as it is where he is acquiring control through the take-over bid.
>
> It is for that reason, that the respondent is given a discretion in s. 99(a)."
>
> Reference: Decision of Divisional Court
> Appeal Book pp.8-9

Part III: Issue

5. The only issue raised by the Applicant in both his appeal to the Divisional Court and in his Application for Leave to Appeal to this Honourable Court is whether section 99(a) of the Act is a mandatory provision requiring the Commission to grant an exemption to a party applying thereunder if that party establishes that it did not acquire control through the take-over bid.

Part IV: Argument

6. Section 99(a) of the Act provides as follows:

> "99 Upon an application by an interested person or company, the Commission may, subject to such terms and conditions as it may impose,
>
> (a) decide that an offeror shall not be

> obligated to comply with subsection (1) of secti
> where the Commission finds that the offeror
> will not or did not acquire through the
> offer the power or authority to control the
> business or affairs of the offeree company."
> (Emphasis added)

7. It is submitted that the juxtaposition of the words "may...decide" and the existence of the power to impose terms and conditions imply that the Respondent Commission retains an independent decision making power in cases which fall within th ambit of this section. This is inconsistent with the mandatory interpretation advanced by the Applicant.

8. It is submitted that the Legislature could easily, if it had been inclined to do so, have automatically exempted "non-control" transactions from the follow-up requirements which the Applicant now seeks to avoid by a clear provision to that effect in the Act. It is important, in interpreting Secti 99(a), to consider that the follow-up provisions, embodied in section 91(1) of the Act, are themselves clearly mandatory in nature and confer important rights upon shareholders affected thereby. Having regard to the provisions of Section 91(1), it submitted that the Act should not be interpreted in the manner by the Applicant, which would result in an automatic exemption an otherwise mandatory requirement, in the absence of wording that effect. "Control" is a relative term and to accept the Applicant's submission would mean that once "control" is attai the controlling shareholder could enter into any number of pri

agreements to the clear detriment of the remaining shareholders and the Commission would be powerless to halt the abuse. It is submitted that this was not the intention of the Legislature. It is submitted that the Legislature made, through 91(1), the follow-up offer mandatory while vesting a discretionary exempting power in the Commission.

9. In this case, it is undisputed that the Applicant had no right, in the absence of an exemption, to avoid the follow-up bid provisions, and, indeed, his obligation to make such a bid and the entitlement of the shareholders to receive same, is clear and mandatory as set out in Section 91(1) of the Act. It is submitted that the absence of any legal right of the Applicant to proceed without making a follow-up bid militates against the mandatory interpretation urged.

References: Julius v. The Bishop of Oxford (1880) 5 App. Cas. 214 (H.L.)

Re Shaughnessy Golf and Country Club (1967) D.L.R. (2d) 245 (B.C.S.C.)

10. In its decision, the Respondent Commission reviewed extensively the scope and objects of the Legislation, which review was referred to in paragraphs 11 to 13 of the Respondent's Statement filed before the Divisional Court. It is implicit in the argument of Applicant that the sole object of the Act and the provisions thereof relating to take-over bids is to prevent transfer of control at a premium to be paid to a limited number of shareholders. While this might be one object, it is clearly not the only object, as evidenced by, inter alia, Section 89 (3) and 91(3) of the Act and as found by the Commission. It is submitted that the scope and objects of the Legislation, apart from addressing the special concerns relating

to the transfer of control at a premium, include an intent to ensu that the investors in the public markets are afforded equal and equitable treatment.

11. For all these reasons, it is respectfully submitted that the Divisional Court was correct in its unanimous rejection of the Argument of the Applicant that this section is mandatory in nature.

12. The arguments raised by the Applicant in its Application for Leave to Appeal and in its Applicant's Statement were fully and carefully considered both by the Ontario Securities Commissio and by the Divisional Court. After a full and fair consideration of all of these issues both the Commission and the Divisional Cou unanimously rejected the application for exemption by the Applica It is submitted that as the Divisional Court in this case was exercising its appellate jurisdiction leave to appeal should not be as readily granted as in those cases where the Divisional Court exercises original jurisdiction.

Reference: Re Sault Dock Co. Limited and City of Sault Ste. Marie [1973] 2 O.R. 479 (C.A.)

Re United Glass & Ceramic Workers et al [1973] 2 O.R. 763.

Part V: Order Sought

13. For all of these reasons it is respectfully submitted that the Application for Leave to Appeal should be dismissed with

costs to the Respondent.

ALL OF WHICH IS RESPECTFULLY SUBMITTED BY

Thomas J. Lockwood

David C. Moore

Of Counsel to the Ontario Securities Commission

IN THE SUPREME COURT OF ONTARIO

(COURT OF APPEAL)

THE HONOURABLE THE CHIEF JUSTICE OF ONTARIO)
THE HONOURABLE MR. JUSTICE JESSUP)
THE HONOURABLE MR. JUSTICE HOULDEN) MONDAY, THE 16TH DAY OF NOVEMBER, 1981

IN THE MATTER OF The Securities Act, 1978, Chapter 47 as amended (hereinafter referred to as "the Act");

AND IN THE MATTER OF an Application by Stuart Bruce McLaughlin for an Order pursuant to Clause (a) of Section 99 of the Act;

B E T W E E N:

STUART BRUCE McLAUGHLIN

Applicant

- and -

THE ONTARIO SECURITIES COMMISSION

Respondent

O R D E R

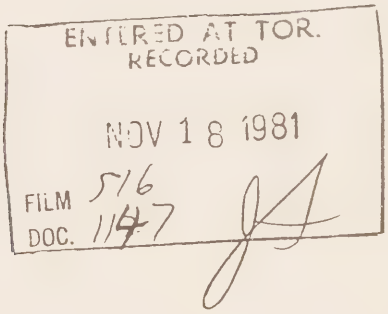
UPON motion made this day on behalf of Stuart Bruce McLaughlin for leave to appeal from the Judgment of the Divisional Court dated the 27th day of October, 1981 dismissing an appeal from the decision of the Ontario Securities Commission made on the 14th day of April 1981, upon reading the Reasons for the decision of the Ontario Securities Commission and the Reasons for Judgment of the Divisional Court and upon hearing what was alleged by counsel for Stuart Bruce McLaughlin and for the Ontario Securities Commission

1. THIS COURT DOTH ORDER that this application for leave to appeal be and the same is hereby dismissed.

2. AND THIS COURT DOTH ORDER that the Applicant, Stuart Bruce McLaughlin, do pay to the Respondent, the Ontario Securities Commission, its costs of this application for leave to appeal forthwith after taxation thereof.

D. P. Burnett

Assistant Deputy Registrar, S.C.



20/November/81

409C

IN THE SUPREME COURT OF ONTARIO

(COURT OF APPEAL)

STUART BRUCE McLAUGHLIN

- and -

THE ONTARIO SECURITIES C
MISSION

O R D E R

LOCKWOOD, BELLMORE & MOOR
Barristers & Solicitors
439 University Avenue
Suite 1440
Toronto, Ontario

NOV 18 1981

EXEMPT PURCHASER

CANADIAN SECURITY GROWTH FUND LIMITED

The Commission granted recognition to Canadian Security Growth Fund Limited as an exempt purchaser under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

IN THE SUPREME COURT OF ONTARIO

DIVISIONAL COURT

KREVER, STEELE and SAUNDERS JJ

B E T W E E N :

HER MAJESTY THE QUEEN on the informa
of M.L. SMITH

Appellant

-and-

WILLIAM A. RICHARDSON

Respondent

REASONS FOR JUDGMENT

STEELE J.

Released:

*kbh

20/November/81

412C

No. 463/80

IN THE SUPREME COURT OF ONTARIO

DIVISIONAL COURT

KREVER, STEELE and SAUNDERS JJ.

B E T W E E N :	B. Bellmore for appellant
HER MAJESTY THE QUEEN on the information of M.L. SMITH	R.I. Goldin for respondent
Appellant	
-and-	
WILLIAM A. RICHARDSON	
Respondent	Heard: April 26, 1981

STEELE J.:

This is an application for leave to appeal and, if granted, an appeal from the decision of Cory J. dismissing an appeal by way of stated case from the order of His Honour Judge Scullion wherein the trial judge dismissed a charge against the respondent that from the month of January, 1976, to the month of June, 1977, he unlawfully traded securities of a mining and smelting

company without being registered to trade in securities pursuant to section 6 of The Securities Act, and thereby contravened section 130(1)(c) of that Act. The appeal raises the important question of whether such a charge laid under The Securities Act is one of strict liability or of absolute liability, and for that reason leave to appeal is granted.

The stated case provides in part as follows:

> 3. The evidence showed that between 1963 and 1977, Richardson raised in excess of $2.7 million from over 1,500 individuals on the strength of a document entitled a "grubstake certificate." During the period January, 1976, to June, 1977, Richardson admitted receiving about $110,000 from approximately 100 "grubstakers." There was no evidence of any prospecting activity on the part of Richardson after January 1, 1976, nor was there evidence that these funds were used to finance any such activity.
>
> 4. The evidence also showed that the Ontario Securities Commission knew about Richardson's grubstake certificates and his activities, and also that he had numerous legal counsel who had contacted the Commission on his behalf. Commission investigators had visited him at his office and even assisted him to re-word the words and form of the grubstake certificate.

He was never told he was not a prospector, nor was he ever told that he was to cease offering grubstakes in return for money.

5. Based on this evidence, I found that the "grubstake certificates" were "securities" within the meaning of s.1(1)22 of The Securities Act, and that all elements of the charge against Richardson had been proved. I also found that the exemption in s.19(2)10 of that Act did not apply to Richardson. After lengthy argument by counsel as to the application of the doctrine expressed by the Supreme Court of Canada in R. v. Sault Ste Marie, [1978] 2 S.C.R. 1299, 85 D.L.R.(3d) 161, I found that a charge of violating s.137(1)(c) of The Securities Act was an offence of strict liability, and Richardson was entitled to the defence of "due diligence" as set out in that decision. I was satisfied that Richardson had an honest and reasonable belief that he was a prospector at all material times and reasonably believed that he was acting in accordance with the law and regulations of the Ontario Securities Act. In my view the test of due diligence was met, and accordingly I dismissed the charge.

6. The Crown desires to question the validity of this dismissal on the ground that it is erroneous in point of law, the questions submitted for the judgment of this Honourable Court being:

(a) did I err in law in holding that an offence against s.137 (1)(c) of The Securities Act is an offence of strict liability, as opposed to

absolute liability, as defined by the Supreme Court of Canada in R. v. Sault Ste. Marie?

(b) if the answer to (a) is no, did I err in law in holding that an honest and reasonable belief by the accused that he was a prospector at all material times and reasonably believed that he was acting in accordance with the law and regulations of the Ontario Securities Act satisfies the due diligence defence as set out in that decision?

Cory J. answered both questions in the negative. The appellant, on behalf of the Ontario Securities Commission, takes the position that this decision was in error; first, in failing to find that the offence was one of absolute liability and, secondly, that even if it was one of strict liability, on the evidence set out the accused had not satisfied the onus which rests upon him to show a defence

The Securities Act, R.S.O. 1970, c.426, and its predecessor has previously been considered with respect to its object and effect. In Smith v. The Queen (1960), S.C.R. 776, Kerwin C.J.C. stated, at page 779:

> The general aim of the Act is to regulate the security business (there being a wide definition of "security") and this is accomplished by the setting-up of The Ontario Securities Commission, with power to it to supervise the trading in securities by regulation and also power to supervise the trading in securities during a primary distribution by requiring the filing of a prospectus. ...

In Re Williams v. Williams (1961), 2 D.L.R. (2d) 107, Roach, J.A. stated at page 109 as follows:

> ... As Lord Atkin said in the Lymburn case at p.9 D.L.R., p.324 A.C., referring to a section of the Alberta Act: "There is no reason to doubt that the main object sought to be secured in this part of the Act is to secure that persons who carry on the business of dealing in securities shall be honest and of good repute, and in this way to protect the public from being defrauded." What he thus said is equally applicable to the Ontario Act. Far from taking away freedoms it is legislation for the protection of the freedom to which the citizen is entitled, the freedom from ravages by persons disposed to defraud their fellow citizens in trading in securities. Again borrowing the thought expressed by Lord Atkin at p.11 D.L.R., p.326 A.C., we say the provisions of the Act relating to investigations are, indeed, far reaching. ...

Both of these decisions were made prior to the decision of the Supreme Court of Canada in Regina

v. City of Sault Ste Marie (1978), 40 C.C.C.(2d) 353, in which the court established a third category of offence between the extremes of mens rea and absolute liability. This offence was that of strict liability. In that decision, Dickson J., at page 375, after referring to mens rea offences, stated as follows:

> I conclude, for the reasons which I have sought to express, that there are compelling grounds for the recognition of three categories of offences rather than the traditional two:
>
> ...
>
> 2. Offences in which there is no necessity for the prosecution to prove the existence of mens rea; the doing of the prohibited act prima facie imports the offence, leaving it open to the accused to avoid liability by proving that he took all reasonable care. This involves consideration of what a reasonable man would have done in the circumstances. The defence will be available if the accused reasonably believed in a mistaken set of facts which, if true, would render the act or omission innocent, or if he took all reasonable steps to avoid the particular event. These offences may properly be called offences of strict liability. Mr. Justice Estey so referred to them in Hickey's case.
>
> 3. Offences of absolute liability where it is not open to the accused to exculpate himself by showing that he was free of fault.
>
> Offences which are criminal in the true sense fall in the first category. Public welfare offences would, prima

facie, be in the second category. They are not subject to the presumption of full mens rea. An offence of this type would fall in the first category only if such words as "wilfully", "with intent", "knowingly", or "intentionally" are contained in the statutory provision creating the offence. On the other hand, the principle that punishment should in general not be inflicted on those without fault applies. Offences of absolute liability would be those in respect of which the Legislature had made it clear that guilt would follow proof merely of the proscribed act. The over-all regulatory pattern adopted by the Legislature, the subject-matter of the legislation, the importance of the penalty, and the precision of the language used will be primary considerations in determining whether the offence falls into the third category.

Later, at page 375, he stated as follows:

> The present case concerns the interpretation of two troublesome words frequently found in public welfare statutes" "cause" and "permit". These two words are troublesome because neither denotes clearly either full mens rea nor absolute liability. It is said that a person could not be said to be permitting something unless he knew what he was permitting. ...
>
> ...
>
> The conflict in the above authorities, however, shows that in themselves the words "cause" and "permit" fit much better into an offence of strict liability than either full mens rea

or absolute liability. Since s.32(1) creates a public welfare offence, without a clear indication that liability is absolute, and without any words such as "knowingly" or "wilfully" expressly to import mens rea, application of the criteria which I have outlined above undoubtedly places the offence in the category of strict liability.

The applicable provisions of The Securities Act are as follows:

> 6. (1) Persons and companies required to register for trading in securities. -- No person or company shall,
>
> (a) trade in a security unless such person or company is registered as a dealer, or as a salesman of a registered dealer;
>
> ...
>
> 19. ...
> (2) Trades in securities exempt from registration. -- Subject to the regulations, registration is not required to trade in the following securities:
> ...
> 10. Securities issued and sold by a prospector for the purpose of financing a prospecting expedition.
>
> ...
>
> 20. (1) Exemption by Commission. -- The Commission may, where in its opinion such action is not prejudicial to the public interest, order, subject to such terms and conditions as it may impose, that sections 6 and 35 do not apply to any trade, security, person or

company, as the case may be, named in the order.

...

137. (1) Offences, general. -- Every person or company that,

(a) makes a statement in any material, evidence or information submitted or given under this Act or the regulations to the Commission, its representative, the Director or to any person appointed to make an investigation or audit under this Act that, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact or that omits to state any material fact, the omission of which makes the statement false or misleading;

(b) makes a statement in any application, report, prospectus, return, funancial statement or other document, required to be filed or furnished under this Act or the regulations that, at the time and in the light of the circumstances under which it is made, is false or misleading with respect to any material fact or that omits to state any material fact, the omission of which makes the statement false or misleading;

(c) contravenes this Act or the regulations; or

(d) fails to observe or comply with any order, direction or other requirement made under this Act or the regulations, is, except where such conduct also constitutes an offence under Parts IX, X, XI and XII, guilty of an offence and on summary conviction is liable to a fine of not more than $2,000 or to imprisonment for a term of not more than one year, or to both.

> (2) Defence. -- No person or company is guilty of an offence under clause a or b of subsection 1 if he did not know that the statement was false or misleading and in the exercise of reasonable diligence could not have known that the statement was false or misleading.
>
> (3) Directors and officers. -- Where a company is guilty of an offence under subsection 1, every director or officer of such company who authorized, permitted or acquiesced in such offence is also guilty of an offence and on summary conviction is liable to a fine of not more than $2,000 or to imprisonment for a term of not more than one year, or to both.
>
> (4) Companies, maximum fine. -- Notwithstanding subsection 1, where a company is convicted thereunder, the maximum fine that may be imposed is $25,000.

I am of the opinion that the offence charged is a public welfare offence and, in accordance with the Sault Ste. Marie case, prima facie, is one of strict liability as opposed to absolute liability. To determine whether or not it is an absolute liability offence, I consider the tests in the Sault Ste. Marie case to be:

(1) Has the Legislature made it clear that guilt would follow proof merely of the proscribed act?

(2) The overall regulatory pattern adopted by the Legislature in the Act.

(3) The subject matter of the legislation.

(4) The importance of the penalty.

(5) The precision of the language used in the legislation.

On the language of sections 6(1)(a) and 137(1) itself, guilt follows mere proof of the act. However, these words are not much different from many other statutes and one must look at the subject matter of the legislation and the overall regulatory pattern adopted by the Legislature in the next two tests. Clearly, the Act is to govern the securities industry and to protect the general public. It is also to prohibit unlicensed traders from preying upon the public. In the case of traders, there is a clear prohibition and even a provision for an exemption by virtue of section 20(1) in special circumstances.

The Act and the Regulations thereunder cover many situations. The offences provided range from major to minor. With minor exceptions, the penalty provided by the Act, including the subject offence, is uniform. This penalty is moderate for major offences but is severe for minor offences. Where there are so many serious offences and so many minimal offences contained within the same Act which are covered by the same penalty section, can the entire Act be interpreted as one of strict liability or one of absolute liability, or must each offence be considered separately? It may be that the Legislature intended that the carrying on business of a stock exchange under section 40 was a very serious offence and meant to be an absolute liability offence. But I find it hard to believe that the Legislature intended that the mere oversight or failure of a registered dealer to notify the director in writing of some of the matters referred to in section 15 of the Act, or the typographical error on some information in writing of a transaction required under section 67, were to be absolute liability offences subject to the severe penalty imposed by section 137.

The position of the Crown was, basically, that offences under the Act would be strict liability

offences if it were not for the provisions of subsection 2 of section 137 which specifically provide for a defence of due diligence in offences under paragraphs (a) or (b) of subsection 1 and by inference, it contends, made all other offences in the Act absolute liability offences. I do not accept this proposition.

I have considered the provisions of Parts IX, X, XI and XII. In all of those Parts offences are provided and in Parts IX, X and XI a statutory defence of due diligence appears to have been established for some cases. No such defence appears to have been established in Part XII. It is clear that no statutory defence is established for the charge before us. In any event, without endeavouring to interpret the statutory defences in the various parts of The Securities Act, it is clear that where a statutory defence is provided it must be complied with and it excludes the common law defence of due diligence which might otherwise be available in accordance with the Sault Ste. Marie case (Regina v. Grottoli (1978), 43 C.C.C.(2d)150).

The Sault Ste. Marie case was decided primarily concerning the interpretation of words "cause" and "permit". Words similar to these are found in Parts

IX, X, XI and XII of The Securities Act, and, although the words are not the same, a due diligence defence is established by section 137(2) in some instances. There are no such words to be considered in the present charge.

In Regina v. Chapin, 45 C.C.C.(2d) 333, the Supreme Court of Canada dealt with the provisions of the Migratory Birds Convention Act, R.S.C. 1970, C.M-12 and Regulations thereunder. At page 341, the court stated that the language of the offence was straightforward, but then stated that there was no strict prohibition on hunting but rather a hunt controlled within certain limits as to seasons, methods and types. In my opinion, the court found on the facts that the intention of the Legislature was that it was to be a strict liability offence because, from the wording of the Act and the Regulations thereunder, it could not form the belief that it was intended that a person would be found absolutely liable for doing something that was generally permitted but where the person had violated some regulation without any fault. The court stated that it should not assume that punishment is to be imposed without fault. That is not the present case where the accused has knowingly traded and the Act prohibits trading by an unregistered individual.

I conclude that one must look at The Securities Act in its overall application and its intent to regulate trading and securities and protect the public. This is its paramount purpose. Within that Act there are many regulations and many offences created which are of minor nature. However, one of the most major offences is trading without being registered. That is the offence with which the accused is charged. While the penalty section is the same for a great majority of the offences provided for in the Act, I am of the opinion that each individual offence that is charged must be looked at in its context within the overall purpose of the Act. For the offence charged the penalty is small. Prima facie, all of the offences are to be considered as strict liability offences, but I am convinced that where one of the major offence sections provided for in the Act is violated then that offence, together with the same penalty section, creates an absolute liability offence. In other words, there are both strict and absolute liability offences provided for in the Act. The Legislature need not use the words "This is an absolute liability offence" to make it such within the test in the Sault Ste. Marie case. I am of the opinion that in the present case the accused has been charged with an absolute liability offence and that the provincial judge erred in law in the first question.

Notwithstanding the above conclusion, I feel it desirable to comment with respect to the second question, namely the defence of due diligence. Even if the offence were only one of strict liability, I am of the opinion that the accused has not proven a defence.

As stated by Blair J.A., in The Queen v. Consumers Distributing Company Limited, released December 23, 1980, unreported:

> The burden is on the defendant in a case of strict liability to establish the defence of due diligence on the balance of probabilities.

As stated in the previous quotation from Regina v. Sault Ste. Marie, at page 374, the defence of due diligence is available only if the accused reasonably believed in a mistaken set of facts.

From the facts found in the stated case, it is clear that the accused traded in securities without being registered so to do. Also, the accused was not exempt under section 19(2), paragraph 10. For that reason the trial judge found that all elements of the charge

against the accused had been proved. The Securities Commission knew of the applicant's grubstake certificates and his activities, which I take to mean that the Commission knew that the accused had received approximately $110,000 during the period in question and that it knew that there was no prospecting activity on the accused's part and that the funds were not used to finance any such activities. Even if this gives a stronger interpretation to the words than were meant in the stated case, I am of the opinion that it makes no difference in the result. It was found that the accused was never told that he was not a prospector nor was he ever told that he was to cease offering grubstakes in return for money. In my mind, the accused had a reasonable belief that he was, at all material times, a prospector within the meaning of the Act and therefore believed himself to be exempt. However, even if all these facts were known and disclosed by the accused to the Securities Commission, and the Securities Commission itself had told him that, based on those facts, he was a prospector and it later turned out that they were both wrong, it would be a mistake of law and not a mistake of fact. The trial judge found that he was not a prospector because he found that he was not exempt under section 19(2), paragraph 10.

The decision in Regina ex rel. Irwin v.

Dalley, 8 D.L.R.(2d) 179 is applicable, where, at page 186, LeBel J.A. stated as follows:

> Here the appellant knew, as his counsel conceded, that he was not registered under the Act, and that he "traded" in his dealing with Johnson. These, of course, were questions of fact. To say that he did not know that what he dealt with or traded in was a security within the meaning of the Act, amounts to an assertion that he was mistaken about a question of law. If true, and I do not doubt it, it affords the appellant no defence, in my opinion.

For the same reasons, I am of the opinion that in this case the honest belief of the accused was a mistake of law and not a mistake of fact and therefore he is not entitled to rely upon that defence. There is no evidence that there are any mistakes of fact upon which he could rely and the onus was upon him to present such if they existed. For this reason, even if the offence charged under The Securities Act were one of strict liability as opposed to absolute liability, I am of the opinion that the trial judge erred in finding that there was a defence to him.

For the above reasons, I am of the opinion the appeal should be allowed and that the questions should

be answered as follows:

Question 6(a) - YES

Question 6(b) - YES

The decision of the trial judge should be set aside and in its place a conviction entered. The question of sentence should be remitted to the trial judge.



Released: September 14, 1981.

*kbh

(af)

IN THE SUPREME COURT OF ONTARIO

DIVISIONAL COURT

HER MAJESTY THE QUEEN On the information of J.L. Smith

-and-

WILLIAM A. RICHARDSON

J U D G M E N T

KREVER J.

20/November/81

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IN THE SUPREME COURT OF ONTARIO

DIVISIONAL COURT

KREVER, STEELE and SAUNDERS JJ.

B E T W E E N:

HER MAJESTY THE QUEEN on the information of J.L. Smith

Appellant

-and-

WILLIAM A. RICHARDSON

Respondent

B. Bellmore for appellant

R.I. Goldin for respondent

Heard: April 26, 1981

KREVER J.

I share the view of Mr. Justice Steele, for the reasons he has given, that the learned Provincial Court Judge erred in law in holding that the accused's belief, as described in the second question submitted for the judgment of the Court, satisfied the due diligence defence. It follows that I too would allow the appeal, direct that a conviction be entered and remit the case to the trial judge for sentence.

I am unable to agree, however, that the offence created by s.137(1)(c) of The Securities Act, R.S.O.

1970, c.426, and with which the accused was charged, is an offence of absolute liablity, as opposed to strict liability. The purpose of the prohibition against trading in securities by a person who is not registered under the Act is, as Steele J. points out, to protect the investing public from being defrauded. That purpose puts the contravention of the prohibition in the category of a public welfare offence and it is now clear that public welfare offences, again as Steele J. says, are prima facie strict liability offences. To displace the prima facie nature of their characterization requires a conclusion that the Legislature intended that the prohibited act be an absolute offence. The test by which the legislative intention is to be discerned was expressed by Dickson J. in Regina v. City of Sault Ste. Marie, [1978] 2 S.C.R. 1299, 40 C.C.C. (2d) 353, 85 D.L.R. (3d) 161 at p. 1326 (S.C.R.), 182 (D.L.R.) and 374 (C.C.C.) in the following language:

> Offences of absolute liability would be those in respect of which the Legislature had made it clear that guilt would follow proof merely of the proscribed act. The over-all regulatory pattern adopted by the Legislature, the subject matter of the legislation, the importance of the penalty and the precision of the language used will be primary considerations in determining whether the offence falls into the third category. [absolute liability.]

That this test, though helpful in establishing guidelines, does not always lead one directly to the right classification can be demonstrated by the fact that different judges of the same court can characterize the same enactment, in the context of the same facts, differently.

My conclusion is that the prima facie category of the public welfare offence charged is not displaced by the application of the Sault Ste. Marie test. Applying the same test both Judge Scullion and Mr. Justice Cory came to the same result. I think they were right. Given our traditional philosophy of the criminal and quasi-criminal law, requiring as a condition precedent to the imposition of punishment some involvement of the mind, the creation of an offence of absolute liability, requiring only the proof of the commission of the prohibited act, must be considered to be an extra-odinary undertaking. I can find no reason to believe that in this enactment the Legislature was engaged in anything more than ordinary legislation.

I would answer the two questions as follows:

Question 6(a) NO
Question 6(b) YES.

* * * * * * *

RELEASED: September 14, 1981.

435C

20/November/81

IN THE SUPREME COURT OF ONTARIO

Divisional Court

KREVER, STEELE and SAUNDERS, JJ.

B E T W E E N :

HER MAJESTY THE QUEEN on the information of M.L. Smith

Appellant

- and -

WILLIAM A. RICHARDSON

Respondent

- - - - - - - - - - - - - - - - - -

JUDGMENT

Saunders, J.

*rjr

436C

20/November/81

IN THE SUPREME COURT OF ONTARIO

Divisional Court

KREVER, STEELE and SAUNDERS, JJ.

B E T W E E N :

HER MAJESTY THE QUEEN on the information of M.L. Smith

Appellant

- and -

WILLIAM A. RICHARDSON

Respondent

B. Bellmore
for the appellant

R.I. Goldin
for the respondent

Heard: April 26, 1981

SAUNDERS, J.:

I agree with my colleagues that the accused did not satisfy the due diligence defence and that the appeal should be allowed, a conviction entered and the case remitted to the learned trial judge for sentence.

It is therefore unnecessary to decide the answer to the first question in the stated case as to whether the offence with which the accused was charged was one of strict or absolute liability, but as that issue was dealt with by both judges who previously considered the matter and as each of my colleagues holds a different opinion, I perhaps

should briefly add my own views.

The purpose of The Securities Act, R.S.O. 1970, c. 246 to protect the public by regulating the securities industry is well established by authority and is not disputed. The public must rest assured that it will be dealt with fairly and honestly and the legislation is aimed at enabling that assurance to be provided. On the other hand, a person convicted of violating the statute or its regulations is exposed not only to the possibility of a severe penalty, but also to the stigma caused by the publication of a conviction. In an industry where trust and confidence are so vital, the loss or diminution of reputation may be irreparable. In general, I do not think that the purpose or administration of the legislation would be frustrated or hampered by permitting an accused the opportunity of explaining that he acted with due diligence.

I am troubled by the language of s. 137. The Crown contends that as s-s. (2) specifically provides for a due diligence defence for prosecutions under s. 137(1)(a) and (b), it follows that no such defence is available for prosecutions under s. 137(1)(c) and (d) and that, therefore, the latter offences are ones of absolute liability within the meaning of the Sault Ste. Marie case.

As pointed out by Mr. Justice Steele, the

defence of due diligence is provided for in the case of some offences set out in Parts IX, X and XI of the statute. The Food and Drugs Act, R.S.C. 1970, c. F-27 also provides for a due diligence defence for some offences and not for others. In Regina v. Grottoli, 43 C.C.C. (2d) 158 (Ont. C.A.), the court was considering an offence where there was no provision for a due diligence defence and Mr. Justice Blair said at p. 168:-

> Where, as in the present case, the food product is not prepackaged, the defence of due diligence has been excluded by implication by Parliament. In any event, the evidence called by the defendant negatived due diligence.

Section 137(1) and (2) were enacted in their present form in 1966 and, prior to that time, there had been no provision similar to s-s. (2). The legislation was introduced following the submission to the then Attorney-General for Ontario of the report of a committee chaired by the late J.R. Kimber, Q.C. At that time, in prosecutions for statutory offences, the choice in Canada was between (1) a mens rea offence where the Crown is required to prove the state of mind of the accused as well as the actus reus; and, (2) an absolute liability offence where the actus reus only need be proved to obtain a conviction. In 1965, some courts in other jurisdictions and legal writers were seeking a middle ground where the Crown would not be required to show mens rea, but where an accused could establish a defence of

due diligence or an honest, non-negligent mistake of fact.

The middle ground was subsequently labelled "strict liability" and was finally established by the decision in the Sault Ste. Marie case. From 1966 to the present, the wording of what is now s. 137(1) and (2) has not changed. The legislation was recently reenacted after the decision in the Sault Ste. Marie case was issued and after the information was laid in the case at bar. It is possible that the language of what is now s. 137(2) was first introduced to make clear that mens rea was not a necessary element of an offence involving false or misleadin statements. The Crown now submits that as the legislature has reenacted the section without change, the omission to provide a due diligence defence for prosecutions under s. 137(1)(c) and (d) by implication means that such defence is not available and that the offence is and always has bee one of absolute liability.

While the intention of the legislature is n free from doubt, in my opinion, more than a judicial deter nation of intention is required to find absolute liability To meet the test laid down in the Sault Ste. Marie case, t legislature must by its language make it clear that guilt follows proof merely of the proscribed act. In my opinio

the legislature has not done so and the prima facie category of strict liability has not been displaced.

Released: September 14, 1981.

441C

20/November/81

IN THE MATTER OF THE SECURITIES ACT, 1978,

AND

IN THE MATTER OF FREDERICK CLARK,
CLARK'S FINANCIAL SERVICES LTD.,
WHOLESALE DELIVERY SERVICE (1922) LTD.,
and ROSS OWEN GLANVILLE

Hearing: March 3, 1981

Present:

Henry J. Knowles, Q.C.	- Chairman
Harry S. Bray, Q.C.	- Vice-Chairman
Stanley M.D. Beck	- Commissioner
Robert T. Morgan	- Commissioner
William A. Simonton, F.C.A.	- Commissioner
E. Stuart Miles	- Commissioner
Stuart Thom, Q.C.	- Commissioner
Geddes M. Webster, P. Eng.	- Commissioner
Dennis V. Bigham	- Staff Counsel

MAJORITY REASONS - Commissioners S.M.D. Beck, R.T. Morgan, E.S. Miles, Stuart Thom, Q.C. Geddes M. Webster

On September 3rd, 1980, British Columbia Resources Investment Corporation (BCRIC) announced a take-over bid offer for all of the issued and outstanding shares of Kaiser Resources Ltd. (KRL) at a price of $55.00 per share. The BCRIC offering circular which followed upon the announcement of the bid revealed a number of facts that raised concerns. Among these were collateral agreements with Edgar F. Kaiser, Jr. (Kaiser), and companies formed by Kaiser, options to purchase shares

of KRL granted to senior directors and officers of KRL, purchases of shares by senior officers and directors of BCRIC, and open market purchases by employees, including senior officers, of KRL in the shares of KRL. In addition, trading records showed a marked increase in trading in options on KRL shares between August 27th and August 29th, 1980 - dates which fell in the middle of the period between the first contact between KRL and BCRIC and the announcement of the take-over bid on September 3rd, 1980.

As a result of these facts, a press release was issued jointly by the Superintendent of Brokers for British Columbia, the Ontario Securities Commission (the Commission) and BCRIC announcing that Vancouver lawyer Leon Getz (Getz) (a former Chariman of the B.C. Securities Commission) would be appointed under the provisions of the Securities Acts of British Columbia and Ontario to undertake an enquiry "to determine whether or not there has been any leak or abuse of price sensitive information concerning the acquisition of shares of publicly-traded companies made or considered by BCRIC." A formal investigation order pursuant to section 11(2) of the Ontario Securities Act (the Act) was signed on September 23, 1980 and a formal investigation order in British Columbia was signed on September 24, 1980. Getz submitted a final report in two volumes, the first being dated November 3, 1980 and the second, November 26, 1980.

Volume 1 of the Getz Report deals primarily with matters which relate to the trading in the shares of KRL and in KRL options. In the period August 27 - 29, 1980,440 KRL option contracts were purchased, on the Toronto Stock Exchange/Trans Canada Options, representing a right to call for 440,000 KRL shares. Some 340 of the 440 contracts were purchased by Fred Clark (Clark) through a personal corporation. Clark is an uncle of Ross Glanville (Glanville), a financial analyst with BCRIC, who was a member of the team that negotiated BCRIC's acquisition of KRL in August of 1980. After considering the evidence, which included testimony by Clark, Glanville and each of their wives, Getz concluded that:

> I am satisfied after consideration of all evidence, that neither Mr. Clark nor Mr. Glanville committed any impropriety of any kind. (Volume 1, page 39).

After consideration of the Getz Report, the staff of the Commission recommended that a hearing be held pursuant to section 124 of the Act to determine whether it would be in the public interest to deny any or all of the trading exemptions contained in section 34 of

the Act to Glanville or Clark. The Commission concurred in the recommendation and a Notice of Hearing was issued on December 3, 1980. The heart of the staff's allegations against Clark and Glanville is contained in paragraphs 8 and 9 of the Notice of Hearing:

> 8. that the information GLANVILLE received regarding the possible acquisition of control of BCRIC of MB and KRL constituted knowledge of material facts or material changes in the affairs of KRL and MB;
>
> 9. that from these facts it may be inferred that CLARK purchased and sold securities of KRL and MB on the basis of information obtained directly or indirectly from GLANVILLE before such information was generally disclosed.

The hearing was convened on March 3, 1981. Neither Clark or Glanville chose to appear. Rather, each sent a letter, through his counsel, stating that Getz had been designated by the Commission to investigate the same matters that formed the heart of the allegation in the Commission's Notice of Hearing, that he had investigated those matters and had found no impropriety on the part of either Clark or Glanville. In those circumstances, counsel for both Clark and Glanville took the position that there would be no point in a further investigation and declined to appear.

At the hearing itself, Commission counsel tendered as evidence the two volumes of the Getz Report and the transcripts of Clark's evidence and Glanville's evidence. The remaining transcripts that were background to the two-volume Report were not put in evidence. The only witness called by staff counsel was John Leybourne (Leybourne), the Commission's Deputy Director of Enforcement. Leybourne was one of those named by the Commission to carry out the investigation under the Chairmanship of Getz. In fact, Leybourne was an active participant in the investigation. Leybourne added little to what was in the Getz Report and in the Glanville and Clark transcripts. Indeed, he was asked very few questions by Commission counsel.

Leybourne was, however, requested by one of the members of the Panel to comment on the statements made in the Report by Getz with respect to the conduct of Clark and Glanville. The specific excerpts that Leybourne was referred to are as follows:

> It is helpful at this point for me to make

some observations concerning the impressions I formed of Mr. Glanville and Mr. Clark, both of whom I examined on oath, and both of whom struck me as honourable and straightforward men. Mr. Glanville is a youngish man. His professional training is as a mining engineer. Prior to joining BCRIC he had a number of years' experience as an analyst with a major corporation. He seemed clearly to understand the delicacy of the position in which his job placed him, and the importance of maintaining absolute confidentiality in respect of his activities and the information that he acquired in the course of them. There is not even the suspicion that he has ever used for his own personal advantage, dirctly or indirectly, any information that he obtained through his work, or that he did so in this instance.

It is my impression as well, however, that he is to some extent naive, and that he may occasionally say some things which, while in his own mind innocent, neutral, and devoid of any significance to anyone else, can in fact be used by others to their own advantage. I think this is what may have happened in this instance. However I hasten to emphasize that, to the extent that it did happen, the circumstances were unique and no impropriety was involved.

(Vol. 1, pages 42 - 43)

Someone reading this account of the circumstances surrounding Clark's purchase of KRL options, replete as it is with remarkable coincidences, could be forgiven for reacting incredulously, and I am fully aware that in concluding, as I have done, that it is substantially accurate, I run the risk of being regarded as impossibly naive and gullible. Having heard from most of those involved, however, and having had the opportunity to observe in particular Mr. Clark, Mr. Glanville and their respective wives, all giving evidence on oath, I have come to the conclusion that they have all told the truth. I am reinforced in that conclusion by the fact, as the evidence before me clearly establishes, that it was not unitl September 20, 1980, the day following the public announcement of my appointment to investigate, that Mr. Galnville first learned, much to his shock and embarrassment, that it was his uncle who

> has been the major buyer of KRL options. Mr. Clark realized the potential for embarrassment, and telephoned his nephew to tell him the facts. Mr. Glanville advised his superiors at BCRIC the next Monday and they advised him to retain counsel. He did so, and his counsel contacted me at the first available opportunity.
>
> I have come to the conclusion on the evidence I have heard that no facts exist upon the basis of which it could be concluded that either Mr. Clark or Mr. Glanville committed any breach of any provision of the law of British Columbia or Ontario.
>
> (Vol. 1, page 48)

Leybourne was asked whether he had read the above-noted paragraphs of the Report in draft, and whether he agreed with them at that time. Leybourne replied that he had and that he agreed with them. Leybourne was then asked whether he still agreed with what was said in those paragraphs. Leybourne replied that he did.

In these circumstances, the majority of the Panel was of the opinion that no case has been made out against either Glanville or Clark. The Commission appointed Getz, along with its own Deputy Director of Enforcement and others, to conduct a full investigation into the circumstances surrounding the BCRIC take-over of KRL, including the trading in shares of KRL and options of KRL. This Getz did in the course of an investigation in which some 36 witnesses were examined before him. The result of the investigation was a two-volume report which was delivered to the Commission and was filed at this hearing. With respect to Clark and Glanville, Getz concluded, as has been noted above, that:

> I am satisfied after consideration of all the evidence that neither Mr. Clark nor Mr. Glanville committed any impropriety of any kind.
>
> (Vol. 1, page 39)

At the hearing, staff counsel introduced no other evidence other than the Getz Report and the transcript of Clark's and Glanville's testimony before Getz. The only other witness, as noted, was Leybourne, and Leybourne stated that he agreed with Getz's conclusion at the time it was drafted and continues to be of that mind.

For the Commission, on that evidence, to come to a

different conclusion than Getz would be for it to decide to draw a different inference from the evidence, without having had the advantage of hearing the witnesses as Getz did. If some other evidence had been presented to the Commission, if Leybourne had now reached a different conclusion for cogent reasons, or if it could have been shown that Getz overlooked some important evidence or had misinterpreted some important piece of evidence, then it might have been possible for the Commission to have reached a different conclusion. For it to reach a different conclusion on the basis of the case presented by its own counsel is for it simply to say, on the basis of no additional evidence, "We take a different view of the matter than the person we commissioned to investigate and who conducted a full investigation."

When the Commission conducts a hearing, it acts in a quasi-judicial capacity and ought only to reach its conclusions on the basis of relevant evidence that has been presented to it. To take away an individual's trading rights in Ontario is a very serious action, an action that ought only to be taken when breaches of the Act have been proved against the individuals involved. Inferences, of course, may be drawn from evidence, but we must guard against too easily drawing inferences where essential factual links are in doubt. Essential facts must be proved before an administrative tribunal is entitled to strip individuals of their trading rights in Ontario. The case put before the Commission by its staff counsel against Glanville and Clark falls far short of that proof.

Accordingly, it is our decision that it would not be in the public interest to deny to either Glanville or Clark any of the trading exemptions contained in section 34 of the Act.

DATED at Toronto this 19th day of November, 1981

"S.M.D. Beck"
"W.A. Simonton"
"E.S. Miles"
"R.T. Morgan"
"G.M. Webster"
"Stuart Thom"

DISSENTING REASONS - Commissioners Knowles and Bray.

Preamble

Following the conclusion of the public hearing on March 3, 1981, the Panel members considered the issues and evidence a number of times. The reasons adopted herein as a minority report were drafted first as the basis for discussion. The Vice-Chairman reviewed the investigation report and supporting material in greater detail and the majority of the Panel considered and rejected a submission that a new and expanded notice of hearing should issue. The conclusions reached below are based solely on the evidence introduced by Staff Counsel at the March 3 hearing.

The conclusions of the undersigned Commissioners are based on the remarkable coincidences which occurred, circumstances which are not rebutted in our view by the bare denials in the evidence submitted. While the advice of the respondents' counsel not to appear, relying on the investigator's conclusions as to their conduct, is reasonable when the time and expense of travel is taken into account, in the absence of some further testing of their evidence and after having reviewed their sworn evidence given before the investigator in the light of the available surrounding facts, we were unable to reach such an affirmative opinion. The reasons for our conclusions and the action we believed appropriate are set out below.

The Allegations

This hearing was convened pursuant to the provisions of section 124 of The Securities Act, 1978, S.O. 1978, c. 47, as amended (the "Act") for the purpose of considering whether it would be in the public interest to de any or all of the exemptions contained in setion 34 of the A to Ross Owen Glanville ("Glanville") or Frederick Clark ("Clark"). Clark traded in securities through two companies controlled by him, Clark's Financial Services Ltd. and Wholesale Delivery Services (1922) Ltd. For the purpose of these reasons we do not find it necessary to designate the accounts through which Clark did his trading.

The allegations upon which the hearing was based are contained in a Notice of Hearing ("Notice") dated December 3, 1980. These allegations are as follows:

> "1. that during the period June 1, 1980, to September 30, 1980, securities of British Columbia Resources Investment Corporation ("BCRIC"), Kaiser Resources Ltd. ("KRL"), and MacMillan Bloedel Limited ("MB") were listed and posted for trading on the Toronto Stock Exchange, and each company was a reporting issuer in Ontario;
>
> 2. that during the same period option contracts for securities of KRL and MB were also listed and posted for trading on the Toronto Stock Exchange;
>
> 3. that Glanville was employed during the period as a financial analyst with BCRIC, and as such was in a special relationship with BCRIC and in the ordinary course of business received information concerning issuers in which BCRIC was considering investing and plans in that regard;
>
> 4. in particular, that during the months of June and July, 1980, Glanville was aware that BCRIC was considering the acquisition of a controlling interest in MB, and that during the months of August and September 1980, BCRIC was considering acquisition of a controlling interest in KRL;
>
> 5. that Clark is Glanville's uncle, and between June 1 and September 30, 1980, Clark and Glanville had several meetings and discussions on social occasions;

6. that during the period June 23, 1980 to July 23, 1980, Clark traded a total of 120 option contracts in securities of MB for a profit in excess of $11,800;

7. that during the period August 27, 1980, to September 17, 1980, Clark traded a total of 340 option contracts in securities of KRL for a profit in excess of $446,000;

8. that the information Glanville received regarding the possible acquisition of control of BCRIC of MB and KRL constituted knowledge of material facts or material changes in the affairs of KRL and MB;

9. that from these facts it may be inferred that Clark purchased and sold securities of KRL and MB on the basis of information obtained directly or indirectly from Glanville before such information was generally disclosed."

Background of the Hearing

On Tuesday, September 3, 1980, British Columbia Resources Investment Corporation ("BCRIC") announced its intention to make a take-over bid for all of the issued and outstanding shares of Kaiser Resources Ltd. ("Kaiser") at $55.00 per share. The formal offer was made through an indirect wholly-owned subsidiary of BCRIC on September 9, 1980. The negotiations which resulted in agreement between Edgar Kaiser Jr. and his associates and BCRIC commenced on the weekend of Saturday, August 23, 1980, with final details being settled prior to the September 3 announcement. It is a matter of public record that during the last week in August Kaiser shares traded at a low of $31 3/4 (August 29) per share, a high of $33 7/8 (August 25), with the closing trade on Friday, August 29, being at $32 3/8 per share. Anyone purchasing shares or obtaining an option to purchase Kaiser shares at these prices made substantial profits.

The securities of BCRIC and Kaiser were at all material times listed and posted for trading on The Toronto Stock Exchange ("T.S.E.") with those companies being "reporting issuers" under the Act. The securities of MacMillan Bloedel Limited ("MB") were also at all material times listed and posted for trading on the T.S.E. Options to purchase Kaiser and MB shares issued by Trans Canada Options Inc. ("TCO options") were traded through the facilities of the T.S.E.

BCRIC, Kaiser and MB were important British Columbia companies whose activities were closely followed in both British Columbia and Ontario. Following the announcement of the proposed BCRIC offer the Commission's market surveillance officer and others noted increased volumes of trading during the week of August 25 in Kaiser and MB TCO options. As a result of this and other information the British Columbia Superintendent of Brokers and the Commission agreed, in the terms of a release jointly made on September 19, 1980, that it was important to the capital markets, both in British Columbia and Ontario, "to determine whether or not there (had) been any leak or use of price-sensitive information concerning the acquisition of publicly traded companies made or considered by BCRIC". The Commission was aware of BCRIC's interest in MB as a disclosed insider of MB.

On September 23, 1980, the Commission appointed Leon Getz, a Vancouver lawyer and former Chairman of the British Coumbia Securities Commission, John Leybourne, the Commission's Deputy Director, Enforcement, and others under section 11(2) of the Act "to make an investigation for the due administration of (the Act) into any matter relating to trading in securities of (Kaiser and MB) by or on behalf of any person or company during the period January 1, 1980 to September 15, 1980." A parallel investigation order was issued by the B.C. authorities. Mr. Getz submitted a final report (the "Report") in accordance with section 11 of the Act in two parts, the first being dated November 3, 1980, and the second November 26. The Report, together with its supporting evidence, was the basis upon which the Commission reached its decision to issue the Notice.

Nature and Purpose of Hearing:
The Regulatory Scheme

Glanville is a mining engineer and a financial analyst. He was at all relevant times a member of BCRIC's Corporate and Planning Group and as such was privy in the

ordinary course of business to discussions and plans concerning possible investments or acquisitions by BCRIC. Since BCRIC was (and is) a "reporting issuer" under the Act, Glanville is a "responsible person" as that term is defined in section 75(3)(b) of the Act.

There is no evidence that Glanville traded or benefitted through the use of such confidential information. The concern here is whether he "tipped" anyone, in particular his uncle, Clark, with the result that Clark was able to benefit through the use of confidential information.

The Act, when it came into force on September 15, 1979, through section 74, for the first time in Canada mandated timely disclosure of material changes in the affairs of a reporting issuer and, through section 75, prohibited the disclosure by "responsible persons" of both "material changes and "material facts" before such a material fact or material change has been generally disclosed.

Section 75(1) states, in part, as follows:-

> "No person or company in a special relationship with a reporting issuer shall,
>
> (b) inform, other than in the necessary course of business, another person or company about a fact or change which he knows is a material fact or material change before the material fact or material change has been generally disclosed."

Section 1(1) 21 defines "material change" to mean

> "where used in relation to the affairs of an issuer...a change in the business, operations or capital of the issuer that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the issuer and includes a decision to implement

> such a change made by the board of directors of the issuer or by senior management of the issuer who believe that confirmation of the decision by the board of directors is probable."

The definition of "material fact" in section 1(1)22 is broader. It means,

> "where used in relation to securities issued or proposed to be issued... a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of such securities."

In this context "market price" has its ordinary meaning. It is almost trite wisdom to observe that rumours that a certain issuer is considering a significant investment in or the take-over of a publicly traded company have a significant effect on the market price of the securities of the rumoured target company. When the fact of such intent is made public the market responds. If the fact that such acquisitions were being considered were generally disclosed equally it would have a significant effect on the market price of the securities of the target company.

Through section 74 and section 75 the Act attempts to assure fairness and an equality of access to and opportunity to act upon material facts as between the participants in the marketplace. It represents a positive attempt to permit market participants to trade on the basis of fact and not on rumour by making it an offence to "tip" or use material facts (a) before they become a material change, and (b) before that material change is generally disclosed. These sections are cornerstones of the regulatory scheme in the Act and the basis upon which far broader exemptions are provided from the prospectus requirements than those previously in force in Ontario, and which are still in force in most Canadian provinces.

This investigation gave rise to cases of first instance, important to the new Ontario regulatory scheme. To many the events give rise to an almost incontrovertible conclusion. But these events must be weighed in the light of the evidence obtained by the investigators, and the conclusions reached in the Report by Mr. Getz that Glanville did not pass confidential information to Clark and that Clark, and others were not the beneficiaries of such confidential information.

The Evidence

The hearing was convened on March 3, 1981. The conduct complained of, that is the alleged use by Clark of inside information obtained from Glanville about the impending Kaiser take-over by BCRIC, took place in British Columbia. At the outset of the hearing a letter dated February 1, 1981, from H.A. Hollinrake of the Vancouver law firm of Bull, Housser & Tupper (Exhibit 3) was filed on behalf of Clark. After acknowledging receipt of the Notice of Hearing on behalf of Clark, Mr. Hollinrake states that, based on the conclusions reached by Mr. Getz concerning Clark in the Report, on their advice Clark declined to attend the hearing. The letter then goes on to make representations on Clark's behalf based upon the Getz finding. A similar letter, signed by Paul D.K. Fraser of the Vancouver law firm of Fraser Hyndman, dated February 24, 1981, was received on behalf of Glanville. The only witness called by Staff Counsel at the hearing was John Leybourne, the Commission's Deputy Director, Enforcement, and one of the persons named by the Commission to its investigation order.

In support of the allegations set forth in the Notice staff counsel filed the Getz report, dated November 3, 1980, the supplementary Getz report of November 26, 1980, the transcript of evidence given by Clark on September 26, 1980, and the transcript of the evidence given by Glanville on September 25, 1980. The evidence also included the trading record mentioned by A.E. Ames & Company Ltd. ("Ames") covering the trading by Clark in the call options on Kaiser and MB. In addition, copies of pages of handwritten notes identified as being prepared by Clark providing an outline of this trading were also filed.

On the basis of the additional information concerning Clark's trading contained in those handwritten notes following the conclusion of the evidence which staff counsel introduced on March 3 the whole of the investigation file, and in particular the supporting transcripts which had not been filed in evidence before the Commission, were referred to Counsel with a view to obtaining his opinion as to whether there were further issues not dealt with in the Notice which would require the service of an amended Notice upon Glanville and Clark and the reopening of the hearing. In the end result a majority of the panel (the Chairman and the Vice-Chairman dissenting) determined that the matter ought not to be expanded and further reopened but that it should be resolved on the basis of the evidence introduced on March 3. Unfortunately, this review process has resulted in a much longer delay than the Commission normally would require in rendering a decision.

Counsel to Clark and Glanville echoed and relied upon certain impressions offered in the Report by Mr. Getz upon which Mr. Getz concluded that Clark and Glanville, in particular, had told the truth. Mr. Getz stated, at page 42 of Volume 1 of the Report,

> "It is helpful...for me to make some observations concerning the impressions I formed of Mr. Glanville and Mr. Clark, both of whom I examined on oath, and both of whom struck me as honourable and straightforward men."

The Commission considerd the conclusions cited above on pages 42 and 43 of Volume 1 of the Report, reinforced as it is by the conclusion reached by Mr. Getz on page 48, quoted and relied upon by Glanville's counsel. This Report, at pages 42-43, states,

> "Mr. Glanville is a youngish man. His professional training is as a mining engineer. Prior to joining BCRIC, he had a number of years' experience as an analyst with a major corporation. He seemed clearly to understand the delicacy of the position in which his job placed him, and the importance of maintaining absolute confidentiality in respect of his activities and the information that he acquired in the course of them. There is not even the suspicion that he has ever used for his own personal advantage, directly or indirectly, any information that he obtained through his work, or that he did so in this instance."

The Report continues on page 48,

> "I have come to the conclusion that (Mr. & Mrs. Glanville and Mr. & Mrs. Clark) have all told the truth. I am reinforced in that conclusion by the fact, as the evidence before me clearly establishes, that it was not until September 20, 1980, the day following the public announcement of my appointment to investigate, that Mr. Glanville first learned, much to his shock and embarrassment, that it was

> his uncle who had been the major buyer of KRL options. Mr. Clark realized the potential for embarrassment, and telephoned his nephew to tell the facts. Mr. Glanville advised his superiors at BCRIC the next Monday and they advised him to retain counsel. He did so, and his counsel contacted me at the first available opportunity.
>
> I have come to the conclusion on the evidence I have heard that no facts exist upon the basis of which it would be concluded that either Mr. Clark or Mr. Glanville committed any breach of any provision of the law of British Columbia or Ontario."

Mr. Getz made a supplementary investigation reported upon at page 18 of Volume 2 of his Report in which h felt contrained to make the following comment:

> "...there is an impression abroad that BCRIC is, to use the phrase of one of the persons whom I examined, "leaky as a sieve", and, while with the arguable exception of the possibly incautious remarks made by Mr. Glanville at a dinner party, I have been unable to pin down any specific leaks or their sources, I am bound to say that it is an impression that I share."

While we sympathize with the plight of British Columbia counsel in giving advice to Messrs. Glanville and Clark and accept the position that they rely on the Getz conclusions it must have occurred to them that in calling the hearing the Commission indicated that on the basis of the evidence and surrounding circumstances it did not accept full the conclusions reached by Mr. Getz. In saying this the Commission acknowledges that Messrs. Getz and Leybourne had the opportunity of seeing Messrs. Glanville and Clark and the other witnesses and testing their probity. On the other hand in reviewing their evidence against the trading record Mr. Getz appears to have concentrated on the Kaiser transaction the exclusion of a series of transaction prior to that time. The simple fact is that Glanville on the relevant Saturday

and Sunday was on the Kaiser island on which BCRIC's acquisition of Kaiser was discussed. He returned to have dinner with his uncle on the Sunday. Shortly following this time Clark made option purchases substantially larger than he had made previously. It is to be expected that Clark would deny receiving information from his nephew and that Glanville would deny giving him any information. But the "smoking gun" is found in the fact of the purchases and the announcement of the take-over bid shortly thereafter. In the absence of hearing the evidence of Clark and Glanville, and perhaps others, we found ourselves unable to reach any other logical conclusion excepting that Clark was able to extract enough information from his nephew to assure himself that the purchase of the Kaiser options was something more than speculation. As to the more modest purchasers of MB it is noted that Clark had purchased and sold MB previously. It would only be conjecture, on the evidence before us, to attempt any inference as to the reason of this purchase.

Turning to the evidence in more detail Glanville was employed by BCRIC as a financial analyst in 1979 and became a member of its corporate and planning group. He worked for the Vice President in charge of this area and was privy to and participated in BCRIC's management group discussions. Volume 1 of the Report, page 39, notes that between August 27 and 29 there was a sudden increase in the trading of Kaiser options, with 396 of the 496 contracts being purchased through Ames. 340 of those contracts were purchased by Clark. On August 27 Clark purchased a total of 340 Kaiser options which he sold on his own figures for a net gain of $446,602.49. On August 29 Clark purchased 55 MB options which he sold on September 2 for a net loss of $279.50.

The report recounts the circumstances under which Glanville, having cancelled out the Sunday dinner arrangements with his uncle, flew with the negotiating team to Orcas island where final negotiations commenced in earnest. He returned on Sunday in time for dinner with his uncle. Clark testified that he surmised where Glanville had been and what the topic was from the scraps of information, i.e. that Glanville had gone on business by float plane to an island. He decided to purchase the Kaiser options on August 27.

The Report does not explore the remaining purchases through Ames.

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Conclusions

The Report, Volume 1 at page 43, states,

> "Mr. Clark is an experienced successful businessman and an experienced and shrewd investor. He has made a fair amount of money through investing, and he sets about making investment decisions with intelligence and calculation. When he takes a "flyer", he does not generally do so without giving some consideration to the possibilities of success or without making some assessment of risk."

This is a conclusion with which we concur. On Clark's evidence, while Clark does not admit to taking advantage of his relationship with his nephew, he testified that he did interpolate the crumbs of information received from Glanville at the Sunday night dinner party following Glanville's return from the Orcas Island and, on the basis of this coupled with public information, decided to purchase a substantial number of Kaiser options during the week. The central question remains as to whether Clark was informed of any material facts, as that term is defined, by his nephew about BCRIC which had not been generally disclosed and upon which he acted. On balance we have concluded that, whether the communication was blatant or subtle, whether Clark extracted information from his nephew or merely listened attentively to the nephew talk about his job, he knew he was receiving information about the BCRIC management group's activities and plans which was not then public. In the absence of some more cogent explanation we find ourselves unable to accept the blanket denial in the light of the series of coincidences.

The relationship between Clark and Glanville appears to be a warm and friendly one. The families visited socially. The dinner party on Sunday, August 24, 1980, was one such pleasant occasion. The uncle and nephew met for lunch from time to time. They spoke on the telephone. There was no suggestion that the ample opportunity for communication was not present throughout the whole period in question. Mr. Getz was persuaded by the unequivocal denials, corroborated by the evidence of Mrs. Glanville, that in fact there had been no communication and therefore, in Mr. Getz's terms, no "impropriety". With respect, on the evidence we are unable to reach the same conclusion.

It is the our view that the fact that BCRIC was considering either the take-over or the acquisition of a substantial investment position in specific target companies is a "material fact" which would have a significant effect on the market price of the target companies'securities whether or not the proposal was concluded. The parties considering such acqusitions go to considerable pains to maintain secrecy for their protection of their own commercial interest. Section 75 of the Act imposes a statutory obligation in Ontario upon persons such as Glanville who received the information in the ordinary course of their duties not to prematurely disclose such information, both for the protection of investors and the larger purpose of undergirding and enhancing investor confidence in the integrity of the disclosure system.

As to Glanville there is no evidence that he profited directly from the actions of his uncle. We have concluded that he has been imprudent and that the older and more experienced man took advantage of a close family relationship. While no "mens rea" is required to prove the offence created by section 75 of the Act, if the activity had taken place in Ontario prosecution of Glanville may have been considered. So far as Glanville is concerned it does not appear to be in the public interest to take any further action against him by denying him excess to the Ontario trading markets. The publicity he received through the publication of the Report and the conclusions reached by us may serve the same purpose.

As to Clark, we have concluded, that he took advantage of the relationship with his nephew to obtain material facts concerning BCRIC's current plan which he used to his personal advantage through trading in Ontario. Such conduct, if left unchallenged, would undermine investor confidence in the integrity of the trading market. We find it to be in the public interest to deny to Frederick Clark, Clark's Financial Services Ltd., Wholesale Delivery Services (1922) Ltd., and to any company or other legal entity now or hereafter controlled by Clark access to the securities markets in Ontario. This would be accomplished as follows,

Section 24 of the Act prohibits any person or company from trading in securities in Ontario without an appropriate class of registration. Members of the public normally trade through one or more of the exemptions contained in section 34 of the Act, including the exemption in clause 10 of subsection 1(1) which provides that registration is not required for "a trade in a security by a person or company (client) acting solely through an agent who is a registered

dealer". Section 124 of the Act permits the Commission where, in its opinion it would be in the public interest to do so, to deny any or all of the exemptions in sections 34, 71, 72 and 88 to a person or company named in the order.

In this case only section 34 of the Act was being considered. We would issue an order under section 124 (2) of the Act denying the exemptions in section 34 of the Act to Frederick Clark and to any company or person now or hereafter controlled by him, including Clark's Financial Services Limited and Wholesale Delivery Services (1922) Ltd. While the conduct took place in British Columbia, that is the passage of the inside information, it was used as the basis to effect trades through the Ontario options market. Such an order would deny Clark access to that market in the future.

DATED at Toronto as of this 19th day of November, 1981.

"Henry J. Knowles" "Harry S. Bray"

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20/November/81

IN THE MATTER OF THE SECURITIES ACT, 1978

AND

IN THE MATTER OF DISTRICT TRUST COMPANY

Hearing: October 31, 1981

Present:

Henry J. Knowles, Q.C.	- Chairman
Harry S. Bray, Q.C.	- Vice-Chairman
Robert T. Morgan	- Commissioner
E. Stuart Miles	- Commissioner
Stuart Thom, Q.C.	- Commissioner
Geddes M. Webster, P. Eng.	- Commissioner
Gordon A. MacKay, Sr., Q.C.)	Counsel to District
Gordon MacKay, Jr.)	Trust Company
Susan McCallum	- Staff Counsel

This was a hearing held on Saturday, October 31, 1981, upon application of District Trust Company ("District") under section 73 of The Securities Act, R.S.O. 1980, c. 466 (the "Act") to permit the distribution by way of dividend of the shares of Shore to Shore International Corporation ("Shore") to the shareholders of District of record on October 14, 1981, of one common share of Shore for each ten shares of District. In order that the shares of Shore might then become freely tradeable District undertook that Shore would file a preliminary "shelf" prospectus by March 31, 1982, and use its best effort to get a receipt for the final prospectus by May 31, 1982. The order requested was to enable District to make the initial distribution of the Shore shares to District's shareholders without the necessity of a prospectus.

Shore is a newly incorporated Ontario company formed for the purpose of purchasing certain assets from District in consideration of a promissory note or notes colaterally secured by a debenture or debentures. The assets were to consist of certain real estate having a value, supported by independent appraisals, of $16,000,000 subject to mortgages, and all of the shares of Medlon Small Business Development Limited, Arcturus Small Business Development Limited and Lonmed Holdings Limited (the "Shares") which were acquired by District on October 6, 1981, as part of the settlement of a series of loans made by District. While management ascribe a value of $3,500,000 to the Shares, the ultimate realizable value may well be above or below that figure. A variation of the outstanding cease trading orders was requested to permit the transfer of the Shares from District to Shore.

District's financial year end is October 31. Transferring the real estate out prior to that date would enable District to take into profit the unrealized appraised surplus. If the Shares remain in District the question of consolidation in the Distrit financials arise and because of uncertainties as to the value of the underlying investments gives real problems in arriving at valuations. For these reasons District's management felt it prudent to create Shore and move the assets into this new vehicle where they could more conveniently be administered. A shareholders' meeting of District had been held on October 30, 1981, at which the substantial majority of District shareholders present in person or by proxy approved the sale of these assets to Shore. The Information Circular which went out prior to that meeting did not explain the problems which District was attempting to solve by moving these ineligible investments into Shore or the favourable gloss it would give to the year end financials concerning net profit or loss absent a clear statement by management as a footnote to the financials explaining what had been done and its effect on the year end financial statement. Although suggested, District's senior management present during the hearing did not volunteer to make such a statement as a condition of the order issuing.

Section 73(1) of the Act permits the Commission to make the order rquested "where it is satisfied that to do so would not be prejudicial to the public interest". It was submitted, for District, that this public interest was cared for when the shareholders approved the proposed transactions. Questions as to the adequacy of the disclosure made to those shareholders to one side, the public interest is in "investors" as a group, future investors as well as present shareholders, those who are considering an investment in District as well as those considering liquidating that investment.

At the conclusion of the hearing, following deliberation, the Chairman gave the reasons for the majority of the Panel for denying the application in the following terms,

> "The public interest in the present case is in full, true and plain disclosure of all material facts relating to the affairs of District, for the benefit not only of present investors but of future investors. While we cannot find fault with the business judgment of management in attempting to move these assets into a new corporate vehicle.....in which they may be more effectively managed the result of doing so at this time would be an important restatement of the year end profit and loss results of District. The majority of us are therefore unable to conclude, as we are obliged to do by section 73 of the Act under which this application was brought, that it would not be contrary to the public interest to make the orders requested. The Application is therefore denied."

November 12, 1981.

REASONS FOR DISSENTING DECISION OF COMMISSIONER E. STUART MILES

I disagree with the majority decision in this matter.

I believe that the public interest would have bee better served and the principle of full disclosure better implemented if the application had been granted subject to the following conditions (in addition to those contained i the application),

(i) that the directors of District undertake to send promptly to District shareholders a letter explaining the transaction in reasonable detail, the reasons therefor and the possible future impact on the District balance sheet and/or profit and loss statement (and consequently on the value of the District shares) in the event that the ultimate realizable values of the assets to be transferred to Shore prove to be less than the values being ascribed to them in the transaction itself; and

(ii) that, prior to its mailing, the form and content of such letter be approved by the Director of the Ontario Securities Commission.

In my view, such a decision would have enabled t transaction to be proceeded with on the basis requested in the application while, at the same time, putting District shareholders and the public at large on immediate notice t the future value of District shares might be adversely affected if the amounts actually realized on the assets be transferred to Shore fall short of the values assigned to them at the time of the transfer from District to Shore.

November 12, 1981.

IN THE MATTER OF UNIVERSAL EXPLORATIONS LTD.

AND

IN THE MATTER OF A PROPOSED AMALGAMATION OF
UNIVERSAL EXPLORATIONS LTD. AND
THE PETROL OIL & GAS COMPANY, LIMITED

UPON the Ontario Securities Commission (the "Commission") having made a temporary order on November 2, 1981 pursuant to section 123 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that trading in securities of Universal Explorations Ltd. ("Universal") and The Petrol Oil & Gas Company, Limited ("Petrol") for the purpose of giving effect to the proposed amalgamation of Universal and Petrol pursuant to an amalgamation agreemnt dated as of September 23, 1981, including the exchange or conversion of securities of Unviersal or Petrol for securitis of the amalgamated company and including the issue of securities of the amalgamated company, should cease forthwith for a period of fifteen days;

AND UPON the Commission having commenced to hold a hearing (the "Hearing") under section 123 of the Act on November 10, 1981 pursuant to a notice of hearing dated November 9, 1981 to determine whether the said temporary order should be continued;

AND UPON the Commission having adjourned the Hearing at the request of counsel to Universal and Petrol, to be reconvened on Thursday, January 14,

1982 at 1:00 o'clock in the afternoon;

AND WHEREAS satisfactory information in respect of the value of the consideration proposed to be paid to shareholders of Petrol pursuant to the said proposed amalgamation of Universal and Petrol has not been provided to the Commission;

AND UPON the Commission having formed the opinion that to do so is in the public interest;

IT IS ORDERED pursuant to section 123 of the Act that the said temporary order be and hereby is continued and extended and shall remain in full force and effect pending completion of the Hearing.

10th November, 1981.

"Henry J. Knowles"
"R. T. Morgan"
"S. Thom"

"Harry S. Bray"
"E. S. Miles"

IN THE MATTER OF UNIVERSAL EXPLORATIONS LTD., JOSEPH A. MERCIER, DONALD J. BUCHANAN, GERALD McGEOUGH AND RUSSELL A.L. NUNN

UPON the Ontario Securities Commission (the "Commission") having made a temporary order on October 27, 1981 pursuant to section 124 of the Securities Act, R.S.O. 1980, c.466 (the "Act"):

A. that the exemptions contained in sections 34, 71, 72 and 88 of the Act do not apply to Universal Explorations Ltd. ("Universal"), and

B. that the exemptions contained in sections 34, 71 and 72 of the Act do not apply to each of Joseph A. Mercier ("Mercier"), Donald J. Buchanan ("Buchanan"), Gerald McGeough ("McGeough") and Russell A.L. Nunn ("Nunn");

AND UPON the Commission having commenced to hold a hearing (the "Hearing") under section 124 of the Act on November 10, 1981 pursuant to a notice of hearing dated November 9, 1981 to determine whether the said temporary order should be continued;

AND UPON the Commission having adjourned the Hearing at the request of counsel to each of Universal, Mercier, Buchanan, McGeough and Nunn, to be reconvened on Thursday, January 14, 1982 at 1:00 o'clock in the afternoon;

AND UPON the Commission having formed the opinion that to do so is in the public interest;

IT IS ORDERED pursuant to section 124 of the Act that the said temporary order be and hereby is continued and extended and shall remain in full force and effect pending completion of the Hearing.

10th November, 1981.

"Henry J. Knowles"
"R. T. Morgan"
"S. Thom"

"Harry S. Bray"
"E. S. Miles"

IN THE MATTER OF A PROPOSED AMALGAMATION OF
UNIVERSAL EXPLORATIONS LTD. AND
THE PETROL OIL & GAS COMPANY, LIMITED

AND

IN THE MATTER OF
UNIVERSAL EXPLORATIONS (81) LTD.

WHEREAS it appears to the Ontario Securities Commission (the "Commission") that:

1. Pursuant to an agreement of purchase and sale (the "Purchase Agreement") entered into on or about August 20, 1981 and completed on or about September 1, 1981, Universal Explorations Ltd. ("Universal") acquired from Western Decalta Petroleum (1977) Limited ("Western") all of the 2,595,815 voting common shares of The Petrol Oil & Gas Company, Limited ("Petrol") owned by Western, representing approximately 65% of the voting common shares of Petrol, at and for a consideration per share greater than the "market price" of such a share for purposes of Part XIX of the Securities Act, R.S.O. 1980, c.466 (the "Act") calculated in accordance with the Regulation to the Act;

2. Universal proposes to amalgamate with Petrol to form Universal Explorations (81) Ltd. ("Amalco") pursuant to an amalgamation agreement (the "Amalgamation Agreement") dated as of September 23, 1981 pursuant to which shares of Amalco will be issued in exchange for shares of Universal and Petrol; and

3. The consideration per share proposed to be paid to shareholders of Petrol pursuant to the Amalgamation Agreement may not be at least equal in value to the consideration per share paid to Western pursuant to the Purchase Agreement;

AND WHEREAS on November 2, 1981 the Commission made a temporary order under section 123 of the Act that trading in securities of Universal and Petrol for the purpose of giving effect to the proposed amalgamation of Universal and Petrol pursuant to the Amalgamation Agreement should cease forthwith, which temporary order was continued and extended pending completion of a hearing under section 123 of the Act which commenced on November 10, 1981 and which was adjourned to January 14, 1982;

AND UPON the Commission being of the opinion that to do so is in the public interest and that the length of time required for a hearing could be prejudicial to the public interest;

IT IS ORDERED pursuant to section 123 of the Act that trading in securities of Amalco, or in securities of any company resulting from the amalgamation of Universal and Petrol, shall cease forthwith for a period of fifteen days.

10th November, 1981.

"Henry J. Knowles" "Harry S. Bray"
"R. T. Morgan" "E. S. Miles"
"S. Thom"

IN THE MATTER OF A PROPOSED AMALGAMATION OF
UNIVERSAL EXPLORATIONS LTD. AND
THE PETROL OIL & GAS COMPANY, LIMITED

AND

IN THE MATTER OF
UNIVERSAL EXPLORATIONS (81) LTD.

WHEREAS it appears to the Ontario Securities Commission (the "Commission") that:

1. Pursuant to an agreement of purchase and sale (the "Purchase Agreement") entered into on or about August 20, 1981 and completed on or about September 1, 1981, Universal Explorations Ltd. ("Universal") acquired from Western Decalta Petroleum (1977) Limited ("Western") all of the 2,595,815 voting common shares of The Petrol Oil & Gas Company, Limited ("Petrol") owned by Western, representing approximately 65% of the voting common shares of Petrol, at and for a consideration per share greater than the "market price" of such a share for purposes of Part XIX of the Securities Act, R.S.O. 1980, c.466 (the "Act") calculated in accordance with the Regulation to the Act;

2. Universal proposes to amalgamate with Petrol to form Universal Explorations (81) Ltd. ("Amalco") pursuant to an amalgamation agreement (the "Amalgamation Agreement") dated as of September 23, 1981 pursuant to which shares of Amalco will be issued in exchange for shares of Universal and Petrol; and

3. The consideration per share proposed to be paid to shareholders of Petrol pursuant to the Amalgamation Agreement may not be at least equal in value to the consideration per share paid to Western pursuant to the Purchase Agreement;

AND WHEREAS on October 27, 1981 the Commission made a temporary order under section 124 of the Act:

A. that the exemptions contained in sections 34, 71, 72 and 88 of the Act did not apply to Universal, and

A. that the exemptions contained in sections 34, 71, 72 and 88 of the Act did not apply to Universal, and

B. that the exemptions contained in sections 34, 71 and 72 of the Act did not apply to each of Joseph A. Mercier ("Mercier"), Donald J. Buchanan ("Buchanan"), Gerald McGeough ("McGeough") and Russell A.L. Nunn ("Nunn"), each of whom is a director of both Universal and Petrol and a proposed director of Amalco, which temporary order was continued and extended pending completion of a hearing under section 124 of the Act which commenced on November 10, 1981 and which was adjourned to January 14, 1981;

AND UPON the Commission being of the opinion that to do so is in the public interest and that the length of time required for a hearing could be prejudicial to the public interest;

IT IS ORDERED pursuant to section 124 of the Act that the exemptions contained in sections 34, 71, 72 and 88 of the Act do not apply to Amalco, or to any company resulting from the amalgamation of Universal and Petrol, for a period of fifteen days.

10th November, 1981.

"Henry J. Knowles"
"R. T. Morgan"
"S. Thom"

"Harry S. Bray"
"E. S. Miles"

IN THE MATTER OF A PROPOSED AMALGAMATION OF
UNIVERSAL EXPLORATIONS LTD. AND
THE PETROL OIL & GAS COMPANY, LIMITED

AND

IN THE MATTER OF
UNIVERSAL EXPLORATIONS (81) LTD.

WHEREAS on November 10, 1981 the Ontario Securities Commission (the "Commission") made a temporary order pursuant to section 123 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that trading in securities of Universal Explorations (81) Ltd. ("Amalco"), or in securities of any company resulting from the amalgamation of Universal Explorations Ltd. ("Universal") and The Petrol Oil & Gas Company, Limited ("Petrol"), should cease forthwith for a period of fifteen days;

TAKE NOTICE that the Commission will hold a hearing pursuant to section 123 of the Act at its offices on the 6th Floor, 10 Wellesley Street East, Toronto on Thursday, the 19th day of November, 1981 at 2:00 o'clock in the afternoon, local time, or so soon thereafter as the hearing can be held, to consider whether it is in the public interest to order pursuant to section 123 of the Act that the said temporary order be made permanent by reason of the following allegations:

1. On or about August 18, 1981 Universal announced that it had an agreement in principle to purchase from Western Decalta Petroleum (1977) Limited ("Western") all of the 2,595,815 voting common shares of Petrol owned by Western, representing approximately 65% of the voting common shares of Petrol, at and for an aggregate purchase price of $16 million cash, a $6 million 15% redeemable convertible debenture of Universal due December 1, 1982 and three million voting common shares of Universal to be issued from treasury.

2. On August 20, 1981 an agreement (the "Purchase Agreement") on substantially the terms described in paragraph 1 above was entered into between Universal and Western, and the transactions contemplated by the Purchase Agreement were completed on September 1, 1981.

3. Petrol is a reporting issuer for purposes of the Act, the common shares of which are listed for trading on The Toronto Stock Exchange (the "TSE").

4. On August 18 and August 20, 1981, the closing price of common shares of Universal on the Alberta Stock Exchange (the "ASE") was $2.95 and $2.80 respectively, and on the trading days between August 20 and September 8, 1981, the closing price of such shares on the ASE was in a range of $2.70 to $3.00.

5. Assuming a market value of $2.85 per common share of Universal to be issued to Western pursuant to the Purchase Agreement, the consideration paid by Universal to Western thereunder aggregated $30,550,000 or approximately $11.77 per common share of Petrol.

6. The "market price" of the common shares of Petrol, for purposes of Part XIX of the Act calculated in accordance with the Regulation to the Act, was $10.41 per share on August 18, 1981, $10.64 per share on August 20, 1981, and $10.83 per share on September 1, 1981.

7. On September 23, 1981 an agreement (the "Amalgamation Agreement") was entered into between Universal and Petrol pursuant to which Universal and Petrol (subject to the approval of the shareholders of each, the Registrar of Companies of Alberta and the Court of Queen's Bench of Alberta) agreed to amalgamate to form Amalco.

8. Petrol has applied to the TSE for the listing of the shares of Amalco to be issued upon the amalgamation contemplated by the Amalgamation Agreement.

9. Universal, through its counsel in Ontario, has advised the Commission that it does not intend to apply to the Commission pursuant to paragraph 99(e) of the Act for an exemption from the requirements of subsection 91(1) of the Act in connection with the Purchase Agreement.

AND TAKE NOTICE that any party to the proceedings may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat.

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

17th November, 1981.

"Julie-Luce Farrell"

IN THE MATTER OF A PROPOSED AMALGAMATION OF
UNIVERSAL EXPLORATIONS LTD. AND
THE PETROL OIL & GAS COMPANY, LIMITED

AND

IN THE MATTER OF
UNIVERSAL EXPLORATIONS (81) LTD.

WHEREAS on November 10, 1981 the Ontario Securities Commission (the "Commission") made a temporary order pursuant to section 124 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that the exemptions contained in sections 34, 71, 72 and 88 of the Act did not apply to Universal Explorations (81) Ltd. ("Amalco"), or to any company resulting from the amalgamation of Universal Explorations Ltd. ("Universal") and The Petrol Oil & Gas Company, Limited ("Petrol"), for a period of fifteen days;

TAKE NOTICE that the Commission will hold a hearing pursuant to section 124 of the Act at its offices on the 6th Floor, 10 Wellesley Street East, Toronto, on Thursday, the 19th day of November, 1981 at 2:00 o'clock in the afternoon, local time, or so soon thereafter as the hearing can be held, to consider whether it is in the public interest to order pursuant to section 124 of the Act that the said temporary order be made permanent by reason of the following allegations:

1. On or about August 18, 1981 Universal announced that it had an agreement in principle to purchase from Western Decalta Petroleum (1977) Limited ("Western") all of the 2,595,815 voting common shares of Petrol owned by Western, representing approximately 65% of the voting common shares of Petrol, at and for an aggregate purchase price of $16 million cash, a $6 million 15% redeemable convertible debenture of Universal due December 1, 1982 and three million voting common shares of Universal to be issued from treasury.

2. On August 20, 1981 an agreement (the "Purchase Agreement") on substantially the terms described in paragraph 1 above was entered into between Universal and Western, and the transactions contemplated by the Purchase Agreement were completed on September 1, 1981.

3. Petrol is a reporting issuer for purposes of the Act, the common shares of which are listed for trading on The Toronto Stock Exchange (the "TSE").

4. On August 18 and August 20, 1981, the closing price of common shares of Universal on the Alberta Stock Exchange (the "ASE") was $2.95 and $2.80 respectively, and on the trading days between August 20 and September 8, 1981, the closing price of such shares on the ASE was in a range of $2.70 to $3.00.

5. Assuming a market value of $2.85 per common share of Universal to be issued to Western pursuant to the Purchase Agreement, the consideration paid by Universal to Western thereunder aggregated $30,550,000 or approximately $11.77 per common share of Petrol.

6. The "market price" of the common shares of Petrol, for purposes of Part XIX of the Act calculated in accordance with the Regulation to the Act, was $10.41 per share on August 18, 1981, $10.64 per share on August 20, 1981, and $10.83 per share on September 1, 1981.

7. On September 23, 1981 an agreement (the "Amalgamation Agreement") was entered into between Universal and Petrol pursuant to which Universal and Petrol (subject to the approval of the shareholders of each, the Registrar of Companies of Alberta and the Court of Queen's Bench of Alberta) agreed to amalgamate to form Amalco.

8. Petrol has applied to the TSE for the listing of the shares of Amalco to be issued upon the amalgamation contemplated by the Amalgamation Agreement.

9. Universal, through its counsel in Ontario, has advised the Commission that it does not intend to apply to the Commission pursuant to paragraph 99(e) of the Act for an exemption from the requirements of subsection 91(1) of the Act in connection with the Purchase Agreement.

AND TAKE NOTICE that any party to the proceedings may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat.

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

November 17, 1981.

"Julie-Luce Farrell"

IN THE MATTER OF UNIVERSAL EXPLORATIONS LTD.

AND

IN THE MATTER OF A PROPOSED AMALGAMATION OF UNIVERSAL EXPLORATIONS LTD. AND THE PETROL OIL & GAS COMPANY, LIMITED

WHEREAS it appears to the Ontario Securities Commission (the "Commission") that:

1. Pursuant to an agreement of purchase and sale (the "Purchase Agreement") entered into on or about August 20, 1981 and completed on or about September 1, 1981, Universal Explorations Ltd. ("Universal") acquired from Western Decalta Petroleum (1977) Limited ("Western") all of the 2,595,815 voting common shares of The Petrol Oil & Gas Company, Limited ("Petrol") owned by Western, representing approximately 65% of the voting common shares of Petrol, at and for a consideration per share greater than the "market price" of such a share for purposes of Part XIX of the Securities Act, R.S.O. 1980, C.466 (the "Act") calculated in accordance with the Regulation to the Act;

2. Universal proposes to amalgamate with Petrol to form Universal Explorations (81) Ltd. ("Amalco") pursuant to an amalgamation agreement (the "Amalgamation Agreement") dated as of September 23, 1981 pursuant to which shares of Amalco will be issued in exchange for shares of Universal and Petrol;

3. The consideration per share proposed to be paid to shareholders of Petrol pursuant to the Amalgamation Agreement may not be at least equal in value to the consideration per share paid to Western pursuant to the Purchase Agreement; and

4. Application has been made to The Toronto Stock Exchange (the "TSE") for the listing of the shares of Amalco to be issued upon the amalgamation contemplated by the Amalgamation Agreement;

AND WHEREAS on November 2, 1981 the Commission made a temporary order under section 123 of the Act that trading in securities of Universal and Petrol for the purpose of giving effect to the proposed amalgamation of Universal and Petrol pursuant to the Amalgamation Agreement should cease forthwith, which temporary order was continued and extended pending completion of a hearing (the "Hearing") under section 123 of the Act which commenced on November 10, 1981 and which was adjourned to January 14, 1982;

AND WHEREAS on November 10, 1981 the Commission made a temporary order pursuant to section 123 of the Act that trading in securities of Amalco, or in securities of any company resulting from the amalgamation of Petrol and Universal, should cease forthwith for a period of fifteen days;

AND WHEREAS it appears to the Commission to be in the public interest to do so;

IT IS ORDERED pursuant to section 22(2) of the Act that securities of Amalco, or securities of any company resulting from the amalgamation of Petrol and Universal, shall not be listed or posted for trading on the TSE pending the decision of the Commission in respect of the matters in issue at the Hearing.

November 10, 1981.

"Henry J. Knowles" "Harry S. Bray"

NOTICE

DRAFT NATIONAL POLICY

GUIDELINES FOR FILING OF A PROSPECTUS FOR REAL ESTATE PROGRAMS

The staff of the Alberta Securities Commission ("A.S.C.") has prepared the draft of a policy to deal with the special disclosure requirements of real estate based securities offerings by way of prospectus. At the October meeting of Canadian Securities Administrators the Commission agreed to publish for comment the draft, as recently amended by the A.S.C. staff, as the basis for a possible National Policy to be prepared by the A.S.C. Part 12.3 of the draft is identical to O.S.C. Policy 3-57, and as noted in the O.S.C. Bulletin of October 30, 1981, if the draft is adopted by the Canadian Securities Administrators as a National Policy, it will replace the provincial policy on cash flow projections.

Comments regarding the draft are invited. Submissions should be addressed to:

The Secretary
Ontario Securities Commission
10 Wellesley St. E.
Toronto, Ontario
M7A 2H7

and

The Chairman
Alberta Securities Commission
11th Floor
Capitol Square
10065 Jasper Avenue
Edmonton, Alberta
T5J 3B1

and

The Chairman
Saskatchewan Securities Commission
3rd Floor, Towne Square
1919 Rose Street
Regina, Saskatchewan
S4P 3V7

Submissions should be received by the Secretary no later than Monday, February 1, 1982. Comments received will be available for public inspection unless confidentiality is specifically requested.

A.S.C. DRAFT NATIONAL POLICY #00

GUIDELINES FOR THE FILING OF A PROSPECTUS FOR REAL ESTATE PROGRAMS

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A.S.C. DRAFT NATIONAL POLICY

GUIDELINES FOR THE FILING OF A PROSPECTUS FOR REAL ESTATE PROGRAMS

PREAMBLE

Policies are guidelines only and the Alberta Securities Commission ("the Commission") and the Director of the Alberta Securities Commission ("the Director") will always exercise their discretion. They may modify or waive certain requirements of the guidelines, while still remaining consistent with the spirit of the guidelines, where in their opinion and in light of the entire offering, special or unusual circumstances justify variation therefrom.

1. GENERAL

1.1 Application

The type of enterprises to which these guidelines apply will be "Real Estate Programs" as defined in Section 1.3 of this policy. The offering is in the form of units representing divided or undivided interests in holdings involving land or buildings, the properties basically being patterned for commercial use, i.e. large rental complexes, apartments, etc., or with the intention for resale or development. A real estate program may also be designed to qualify as a "MURB" (property which is a multiple-unit residential

building), the qualification of which is set out in The Canada Income Tax Act and Regulations and which affords a tax shelter to the investors.

The program may be offered by a number of vehicles, including partnerships or by way of contractual arrangement only. The language herein applies, with whatever amendments may be required, to all forms of real estate programs.

The Commission, under special circumstances, may consider approving a real estate program with a "non-specified property program" or "blind pool". The requirements that are to be met to qualify for such a program are incorporated in Section 11.1 of this policy.

This policy is issued as a guide to persons wishing to qualify a prospectus with the Commision for the purpose of financing a real estate program through a single distribution of securities to the public.

1.2 Form

The contents of a real estate program should comply with Form 13 of the Regulations to the Securities Act (Alberta), ("the Act") although presentation need not follow the order set out therein. These guidelines describe Commission policy on particular aspects of the real estate programs and on specialized disclosure requirements for certain item numbers

in Form 13 (referred to in these guidelines as "item"). On the adaption of new regulations under the Securities Act, 1981, the successor to Form 13 will be the general guideline.

1.3 Definitions

a) Acquisition Fee - the total of all fees and commissions paid by any party in connection with the purchase or development of property by a real estate program, except a development fee paid to a person not associated with a sponsor, in connection with the actual development of a project after acquisition of the land by the real estate program. Included in the computation of such fees, or commissions shall be any real estate commission, acquisition fee, selection fee, development fee, non-recurring management fee, or any fee of a similar nature, however designated.

b) Associate - includes:

i) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

ii) any partner of the person or company;

iii) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity;

iv) in the case of a person:

(a) that person's spouse or child or;

(b) any relative of that person or of his spouse who has the same residence as that person.

c) Appraised value - value according to an appraisal made by an independent qualified appraiser.

d) Assessments - additional amount of capital which may be mandatorily required of, or paid at the option of, a participant beyond his subscription commitment.

e) Audited financial statements - financial statements (balance sheet, statement of income, statement of general partner's equity, and statement of changes in financial position) prepared in accordance with generally accepted accounting principles and accompanied by an auditor's report containing an unqualified opinion of an independent accountant acceptable to one commission.

f) Capital contribution - the gross amount of investment in a real estate program by a participant, or all participants as the case may be.

g) Cash flow - real estate program cash funds provided from operations, including lease payments or net leases from builders and sellers, without deduction for depreciation, but after deducting cash funds used to pay all other expenses, debt payments, capital improvements and replacements.

h) Cash available for distribution - cash flow less amount set aside for restoration or creation of reserves.

i) Construction fee - a fee for acting as general contractor to construct improvements on a real estate program's property either initially or at a later date.

j) Development fee - a fee for the packaging of a real estate program's property including negotiating and approving plans, and undertaking to assist in obtaining zoning and necessary variances and necessary financing for the specific property, either initially or at a later date.

h) Net Worth - the interest of the owner or proprietors in the assets of a business. Captial in this sense is often called owners' equity, proprietorship equity, net assets or net worth, and is represented by the excess of the total assets over the total liabilities to outside interests.

l) Non-specified property program - a real estate program where, at the time of offer to investors, less than 75% of

the net proceeds from the sale of real estate program interests is allocable to the purchase, construction, or improvement of specified properties, or a real estate program in which the proceeds from any sale or refinancing of properties may be reinvested. Reserves shall be included in the non-specified 25%.

m) Organizational and offering expenses - those expenses incurred in connection with and in preparing a real estate program for qualification and subsequently offering and distributing it to the public, including sales commissions paid to broker-dealers in connection with the distribution of the real estate program.

n) Participant - the holder of an interest in a real estate program.

o) Person - means an individual, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, trustee, executor, administrator or other legal representative.

p) Property management fee - the fee paid for day-to-day professional property management services in connection with a real estate program.

q) Real estate program - means any entity formed and operated for the primary purpose of investment in and the operation of or gain from an interest in real property, other than a corporation, and, without restricting the generality of the foregoing, includes a limited or general partnership,

joint venture, project, unincorporated association, unincorporated syndicate or other unincorporated organization.

r) Sponsor - any person directly or indirectly instrumental in organizing, wholly or in part, a real estate program or any person who will manage or participate in the management of a real estate program, including the general partner(s) and any associate of any such person, but does not include a person whose only relation with the real estate program is that of an independent property manager, whose only compensation is for professional services rendered in connection with the offering of program interests.

s) Unitholder - the holder of an interest in a real estate program.

2. DISTRIBUTION SPREAD (Item 1 of Form 13)

2.1 Selling commission shall be payable in cash. If no commission is payable by promoter, disclosure thereof is required.

2.2 A firm price to the public will be required.

2.3 Minimum purchase by the investor shall be one unit and the minimum offering price per unit shall be $2,500.

2.4 Where there has been a deferred payment plan, initial cash payment shall not be less than the lesser of 25 percent of the total purchase price or $2,500 and be payable within90 days from the receipt for the prospectus or such longer period as the Director may allow. The balance must be paid within five years of the date of the final prospectus.

3. PLAN OF DISTRIBUTION (Item 2 of Form 13)

3.1 Disclose the names of the provinces in which the units will be offered.

3.2 All organization and offering expenses shall be reasonable and disclosed in a footnote to the table.

3.3 Disclose whether the units are underwritten or are to be offered on a best efforts basis. Also, disclose the name of the underwriter or selling agent.

3.4 Where provision is made for deferred payment of units, indicate the amount and the due dates with the rate of interest charged on outstanding balance.

3.5 Where the offering is on a best efforts basis, state that if all subscriptions are not received within 90 days of the issuance of the final receipt for the prospectus all monies shall be refunded to the subscribers without interest or deduction.

Disclosure shall also be made of the name of the trustee who is to hold all funds until the minimum subscription is reached and the conditions the trustee has to observe with regard to the disposal of the funds.

If the sales agent is not a member of the Investment Dealers Association, the issuer shall comply with the practice direction of May 28, 1980, of the Commission whereby the funds can only be released when authorized by the Commission.

3.6 Under a separate heading "Closing of Offering", state the conditions for the closing, including:

a) subscriptions and payments for the minimum offering have been received;

b) all agreements with respect to management, construction, development and unitholders have been executed;

c) an advance tax ruling has been received by the issuer, or, alternatively, a tax opinion has been furnished by the legal counsel or accountant of the issuer;

d) a certified copy of an insurance policy, a

survey certificate and evidence of payment of taxes have been received;

e) receipt of a legal opinion of title referring to compliance with all related provincial statutes, city by-laws and building restrictions;

f) receipt of a legal opinion that a registered mortgage is in place.

3.7 Sales of the units to the general partner or promoter shall be limited to 25% of the total offering and a disclosure made as to how the general partner will be financed. Disclosure also required that the units are to be acquired for investment and not resale.

4. USE OF PROCEEDS (Item 3 of Form 13)

4.1 Information regarding the financing of the project from the mortgage and other financing sources shall be disclosed in a tabular form. Ensure disclosure of the disposition of funds with respect to the minimum and maximum offerings.

4.2 State that funds will not be commingled with other funds of the promoter, general partner, or the manager and that they will be kept in a separate bank account and only withdrawn as expenses incur and in stages in accordance with

the architect's certificate of completion. The Director may require that the funds be held by a trust company under a special agreement.

4.3 Disclosure shall be made of the initial payment and the due dates of subsequent payments where the sale of units is not for cash.

5. NAME AND INCORPORATION OF ISSUER (Item 6 of Form 13)

5.1 Full disclosure shall be made as to where the real estate program was legally formed or being formed, its principal office and registered head office. The Commission requires that the entity be in formal existence on or before the date of issue of a receipt for the prospectus. Final material supplied to the Commission shall include evidence that the entity has been formed.

6. DESCRIPTION OF BUSINESS (Item 7 of Form 13)

6.1 State investment objectives and policies and who can change them. Disclose general development of the business in the past five years.

6.2 Under the heading "Risk Factors" in short concise paragraphs, sub-titles allowable, include the following:

a) limited market for units;

b) expectation of operating loss in early years depending on type of operation;

c) risk of real estate ownership;

d) risk of non-acquisition, non-completion and delays in construction and details of completion guarantee;

e) owner's liability, risk of foreclosure and additional assessments; describe penalty for default;

f) disclose if there is a cash flow guarantee. If there is a cash flow guarantee disclose how financed and whether the investor is the person who must eventually finance the guarantee;

g) possible loss of limited liability;

h) value of investment dependent upon the expertise of the general partner in acquisitions, management and development of real estate;

i) if there is no fixed price contract state who will pay the cost over-runs and the maximum over-runs. State how the cost over-runs are to be financed and by whom;

j) disclose whether an advance tax ruling or legal opinion on the tax aspects has been obtained.

A warning shall be included in bold print or dark type on the outside front cover page of the prospectus as to the speculative nature of the units being offered. The warning should also include other risk aspects of the offering including the lack of established market for the units, any restriction on the transfer of units, whether the unitholders may be called upon to make additional capital contributions; that the protection of the limited liability may be lost under certain circumstances, the type of investors to whom the investment may be suited and that the prospective purchasers should consult their own professional advisors in order to assess the tax, legal and other aspects of an investment in the units.

7. CONFLICT OF INTEREST

7.1 Under a separate heading, all areas of conflict of interest and potential conflict of interest shall be disclosed. Where there are numerous areas of conflict, an organizational chart shall be included clearly displaying the relationship between the promoter, general partner, contractor, developer, manager and sales agent.

7.2 A real estate program shall not purchase or lease property in which a sponsor has an interest unless:

a) the transaction occurs at the formation of the real estate program and is fully disclosed in its prospectus;

b) the property is sold upon terms fair to the real estate program and at a price not in excess of its fair market value;

c) the cost of the property and any improvements thereon to the sponsor is clearly established. If the sponsor's cost was less than the price paid by the real estate program, the price to be paid by the real estate program will not be deemed fair, regardless of the fair market value, unless some material change has occurred to the property which would increase the value since the sponsor acquired the property. Material factors may include the passage of a significant amount of time (but in no event less than 2 years), the assumption by the promoter of the risk of obtaining a re-zoning of the property and its subsequent re-zoning or some other extraordinary event which in fact increases the value of the property; and

d) the provisions of this subsection notwithstanding, the sponsor may purchase property in its own name (and assume loans in connection therewith) and temporarily hold title thereto for the purpose of facilitating the acquisition of such property or the borrowing of money or obtaining

of financing for the real estate program, or completion of construction of the property, or any other purpose related to the business of the real estate program provided that such property

is purchased by the real estate program for a price no greater than the cost of such property to the sponsor.

7.3 The real estate program will not ordinarily be permitted to sell or lease property to the sponsor except that the real estate program may lease property to the sponsor under a lease-back arrangement made at the outset and on terms no more favouravle to the real estate program than those offered other persons and fully described in the prospectus.

7.4 A real estate program shall not pay, directly or indirectly, a commission or fee to a sponsor in connection with the reinvestment of the proceeds of the resale, exchange, or refinancing of the real estate program property. All acquisition fees paid to the sponsor by the real estate program must be reasonable.

7.5 The sponsor or his associates may perform property management services for the real estate program provided that the compensation to the sponsor therefore is competitive in price and terms with other non-affiliated persons rendering

comparable services. All such self-dealing and the compensation paid, therefore, shall be fully disclosed in the prospectus or offering circular.

7.6 Any other services performed by the sponsor for the real estate program will be allowed only in extraordinary circumstances fully justified to the Commission. As a minimum, self-dealing arrangements must meet the following criteria:

a) the compensation, price or fee, therefore, must be comparable and competitive with the compensation, price or fee of any other person who is rendering comparable services, or selling or leasing comparable goods which could reasonably be made available to the real estate programs and shall be on competitive terms;

b) the fees and other terms of the contract shall be fully disclosed in the prospectus;

c) the sponsor must be previously engaged in the business of rendering such services or selling or leasing such goods, independently of the real estate program and as an ordinary and ongoing business; and

d) all services or goods for which the sponsor is to receive compensation shall be embodied in a written contract which precisely describes the services to be rendered and all compensation to be paid.

7.7 No rebates or give-ups may be received by the sponsor nor may the sponsor participate in any reciprocal business

arrangements which would circumvent this policy.

7.8 No sponsor shall directly or indirectly pay or award any commissions or other compensation to any person engaged by a potential investor for investment advice as an inducement to such advisors to advise the purchaser of interests in a particular real estate program; provided, however, that this clause shall not prohibit the normal sales commissions payable to a registered broker-dealer or other properly licensed person for selling real estate program interests.

7.9 A sponsor may be reimbursed out of subscriptions and program revenues for all actual and necessary expenses of the program, including an allocable portion of the sponsor's general and administrative overhead determined in accordance with generally accepted accounting principles. Overhead costs must be justifiable as to need for the services and the reasonableness of amount charged.

7.10 a) on financing made available to the real estate program by the sponsor, the sponsor may not receive interest and other financing charges or fees in excess of the amount which would be charged by unrelated lending institutions on comparable loans for the same purpose in the same locality of the property. No prepayment charge or penalty shall be required by the sponsor on a loan to the real estate program secured by either a first or a junior or all-inclusive trust deed,

mortgage or encumbrance on the property, except to the extent that such prepayment charge or penalty is attributable to the underlying encumbrance. Except as permitted by subsection b) of this section, the sponsor shall be prohibited from providing permanent financing for the real estate program.

b) An "all-inclusive" or "wrap-around" note and deed of trust (the "all-inclusive note" herein) may be used to finance the purchase of property by the real estate program only if the following conditions are complied with:

i) the sponsor under the all-inclusive note shall not receive interest on the amount of the underlying encumbrances included in the all-inclusive note in excess of that payable to the lender on that underlying encumbrance;

ii) the real estate program shall receive credit on its obligation under the all-inclusive note for payments made directly on the underlying encumbrance; and

iii) a paying agent, ordinarily a bank, escrow company, or savings and loan, shall collect payments (other than any initial payment of prepaid interest or loan points not to be applied to the underlying encumbrance), on the all-inclusive note and make disbursements therefrom to the holder of the underlying encumbrance prior to making any disbursement of the all-inclusive note, subject to the requirements of subparagraph i) above, or, in the alternative, all payments on the all-inclusive and underlying note shall be made directly by the real estate program.

7.11 The sponsor will not be permitted to construct or develop properties, or render any services in connection with such development or construction unless all of the following conditions are satisfied:

a) the transactions occur at the formation of the real estate program;

b) the specific terms of the development and construction of identifiable properties are ascertainable and fully disclosed in the prospectus;

c) the purchase price to be paid by the real estate program is based upon a firm contract price which in no event can exceed the sum of the cost of the land and the sponsor's cost of construction. For the purposes of this subdivision, cost of construction includes the contractor or construction fee customarily paid for services as a general contractor, provided, however, that any overhead of the general contractor is not charged to the real estate program or included in the cost of construction;

d) in the case of construction, the only fees paid to the sponsor in connection with such project shall con ist of a construction fee for acting as a general contractors, which fee must be comparable and competitive with the fee of disinterested persons rendering comparable

services (excluding, however, any overhead of the contractor) and a real estate commission in connection with the acquisition of the land, if appropriate under the circumstances.

7.12 All property acquisitions involving non-arms length transactions must be supported by an appraisal prepared by a competent, independent appraiser. The prospectus shall disclose that the appraisals are available for inspection at the office of the issuer during the time of distribution and for a period of 30 days thereafter. A copy of the appraisal shall also form part of the public record with the Alberta Securities Commission.

7.13 In cases where the management or development of property in a real estate program is to be undertaken by a party not bound by fiduciary obligations to the unit-holders of the program, the managing or developing party must bind itself by contract to duties and a standard of care not less than that imposed on the officers and directors of Alberta companies by statute and common law, and there shall include an undertaking to exercise its powers and discharge its duties honestly, in good faith, and in the best interests of the program, and in connection therewith to exercise a degree of care, diligence and skill that a reasonably prudent person of like experience would exercise in comparable circumstances. The Sponsor will not be indemnified by the Program where liability has been occasioned and they have not acted in good

faith and in a manner (he) reasonably believed to be in or not opposed to the best interests of the Program, and provided that (his) conduct does not constitute gross negligence, willful, or wanton misconduct, or a breach of his fiduciary obligations to the participants.

8. DESCRIPTION OF PROPERTY (item 8 Form 13)

8.1. State the location of the property and whether developed or not. Include information as to the present or proposed use of such properties and their suitability and adequacy for such use.

8.2 Describe the terms of any material lease affecting the property.

8.3 Describe the proposed method of financing, including estimated down-payment, leverage ratio, prepaid interest, balloon payment(s), prepayment penalties, due-on-sale or encumbrance clauses and possible adverse effects thereof and similar details of the proposed financing plan. State also whether the terms of mortgage and interim financing have been finalized.

8.4. Provide information about the title to the one property and disclose whether title insurance, performance bonds and completion guarantees are in place.

8.5 Name the vendor and the price paid. If the transaction was not at arm's length, disclose appraisal value and the name and address of the appraiser. Submit a signed appraisal together with a certificate of qualification and independence and a consent letter from the appraiser. Provide for viewing during the period of distribution at a specified place and for 30 days thereafter.

8.6 In the case of non-arm's length transaction, the disclosure of the name of the person from whom the vendor purchased the property and the vendor's cost shall be made. The Director may require substantiation of the price paid by the vendor as well as requiring other measures if the price paid by the real estate program is considered unconscionable

8.7 A map of the city, plot or floor plan as needed shall b included. Artist's conceptions shall not be permitted.

8.8 Provide the date on which construction began or is to begin and estimated completion date. Also provide information as to whether the construction is on schedule an any delays are expected which may prevent completion as scheduled.

8.9 Where a provision is made for repurchase of any of the units from the unitholders, the prospectus shall detail the conditions under which they may be purchased and the

appraisal method employed to ensure fair, equitable and independent valuation.

8.10 Disclose that commencing in a year in which the unit first becomes available for use the unitholders or spouse will not be eligible to make a contribution to R.H.O.S.P. under the Income Tax Act.

8.11 Indicated whether a management contract has been signed which should be for a period of at least 5 years.

9. PROMOTERS (Item 9 of Form 13) (of A.S.C. Regs)

9.1 Business experience of the promoter and/or the general partner shall be described.

9.2 Financial Statements of the promoter, guarantor and/or the general partner depending upon the circumstances shall be included in the prospectus. Net worth of a minimum of $50,000 is required, or at least 5% of the gross amount of all offerings, sold in the past 12 months and 5% of the present offering, whichever is the greater.
Where there are several promoters or if it is otherwise impractical to include their financial statements, considerations will be given to permit exclusion of such statements if verification is obtained to show that the promoters have sufficient resources to fulfill their obligations.

Where deemed necessary, the Director may require financial statements be submitted, for review by the staff, of all entities which comprise the organizational relationships chart.

9.3 Tabulate (in one place) all direct and indirect compensation, profits, acquisition fees, commissions, or gains of any kind to the promoter and/or the general partner and his associates. The sum of all fees paid should be disclosed in this section as well as on the face page as a percentage of proceeds of the offering and of the dollar value of the property.

The Promoter or affiliates may receive insurance agent fees for obtaining insurance on the program's property if such service is provided at the same or lesser cost than quoted pursuant to three independent quotes for comparable coverage. An interest in the program will be allowed as a promotional interest provided the amount or percentage of such interest is considered reasonable by the Director of the Securities Commission.

9.4 For the "track record" of the promoter or the general partner, information shall be provided in a tabular form of all offerings made in the past three years, or of the most recent 15 offerings where such offerings were made within a shorter period of time. As a minimum, the following details shall be disclosed:

a) name and location of project, effective date of offering, capital raised and number of units;

b) actual date of commencement of construction and completion date;

c) budget and actual first 3 years' results to reflect gross revenue (rents, etc.) expenses, and net income or loss in respect to each project and per unit;

d) for the last 3 years show type and amount of income tax deductible items (per unit);

e) below table state "It should not be assumed that the present offering will have returns, if any, similar to the above."

10 ISSUANCE OF UNITS (Item 11 of Form 13)

10.1 State the minimum and maximum number of units an investor may purchase and whether the units represent divided or undivided interests.

10.2 Disclose that fractionalization of units will not be permitted.

10.3 Disclose the voting rights of the unitholders and the percentages of votes required to remove the manager or in the case of a limited partnership, the percentage of votes

required to remove the general partner and/or to authorize the general partner to remove the manager. The general partner, if he becomes a limited partner, shall have no voting on authorizing the removal of the manager or of the general partner. In circumstances where the general partner is not the manager and he is a limited partner he will be permitted to vote on authorizing the removal of the manager.

10.4 State the circumstances under which the limited partner may lose his limited liability.

10.5 Details of particular features of units such as any priorities or preferences or assessibility shall be disclosed.

10.6 Any restrictions on assignment of units or the substitution of unitholder will be looked upon unfavourably and will be allowed only to the extent supported by opinion of counsel as to their legal necessity.

11. NON-SPECIFIED PROPERTY PROGRAMS (Blind Pool)

In rare and special circumstances, the Commission may permit a non-specific property (Blind Pool) real estate program. In such circumstances the promoter shall be required to meet the financial responsibility and other criteria specified in A.S.C. Policy #3-15.

The use of projections in non-specified property programs is prohibited. Any representations to the contrary and any predictions, written or oral, as to the amount or certainty of any present or future cash benefit or tax consequence which may flow from an investment in this program is not permitted.

12. OTHER MATERIAL FACTS (Item 24 of Form 13)

12.1 Taxation

So that prospective investors may accurately evaluate tax benefits which may accrue to them, it is essential that taxation disclosure be under a separate heading in the prospectus and be clear and explicit.

a) The opening remarks under taxation disclosure shall:

i) identify the person taking responsibility for the taxation disclosure in the prospectus;

ii) include a bold print or dark type warning that:

a) tax consideration ordinarily make the securities offered more suitable for those having a high taxable income,

b) those acquiring the units with a view to obtaining tax advantages should consult a tax advisor who is knowledgeable in the field,

c) regardless of any taxation benefits which may be obtained, a decision to purchase the securities offered should be based primarily on an appraisal of the merits of the investments as such and on an investor's ability to bear possible loss.

b) The prospectus shall state simply:

i) tax treatment of the real estate program;

ii) tax treatment of the participants;

iii) the advantages to be obtained by the participants in the current year and the continuing taxation benefits in future years;

iv) if the project qualifies as a MURB whether certification has been received and the treatment of capital cost allowance under Class 31 (Income Tax Regulations);

v) R.H.O.S.P. implications;

vi) tax treatment of first-time costs;

vii) tax consequences of the disposition of a unit and the project;

viii) where a projected tax savings or tax deferral table is included, the underlying assumptions should be realistic and there

should be a warning at the bottom of the table in bold print, or dark type, that the projections are based on assumptions considered reasonable when prepared but are subject to uncertainty and variation; there is no representation that these projections will be realized in whole or in part.

12.2 Unitholders' Agreement

a) The Unitholders' Agreement shall be attached at the end of the prospectus after the certificate page.

b) Liability and Indemnification - The Sponsors shall not attempt to pass on to participants the unlimited liability imposed upon them by law except that the program agreement may provide for indemnification of the sponsor(s) under the following circumstances and in the manner and to the extent indicated:

i) In any threatened, pending or completed action, suit or proceeding to which the sponsor was or is a party or is threatened to be made a party by reason of the fact that he is or was the sponsor of the program (other than an action by or in the right of the program), the program may indemnify such sponsor against expenses, including legal fees, judgments and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or

proceeding if the sponsor acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the program, and provided that his conduct does not constitute gross negligence, wilful or wanton misconduct, or a breach of his fiduciary obligations to the participants. The termination of any action, suit or proceeding by judgment, order or settlement shall not, of itself, create a presumption that the sponsor did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the program.

ii) In any threatened, pending or completed action or suit by or in the right of the program, to which the sponsor was or is a party or is threatened to be made a party, involving an alleged cause of action by a participant or participants for damages arising from the activities of the sponsor in the performance of management of the internal affairs of the program as prescribed by the program agreement or by the law of the Province or organization, or both, the program may indemnify such sponsor against expenses, including legal fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or

suit if he acted in good faith and in a manner he reasonably believed to be in or nor opposed to the best interests of the program as specified in this Subsection 2, except that no indemnification shall be made in respect of any claim, issue or matter as to which the sponsor shall have been adjudged to be liable for negligence, misconduct, or breach of fiduciary obligation in the performance of his duty to the program as specified in this Subsection 2, unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such expenses which such court shall deem proper.

iii) To the extent that a sponsor has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subparagraph (1) or (2) above, or in defense of any claim, issue or matter therein, the program shall indemnify him against the expenses, including legal fees, actually and reasonably incurred by him in connection therewith.

iv) Any indemnification under subparagraph (1) or (2) above, unless ordered by a court, shall be made by the program only as authorized in the

specific case and only upon a determination by independent legal counsel in a written opinion that indemnification of the sponsor is proper in the circumstances because he has met the applicable standard of conduct set forth in sub-paragraph (1) or (2) above.

v) The program may not incur the cost of that portion of liability insurance which insures the sponsor for any liability as to which the sponsor is prohibited from being indemnified under this section.

c) All salient points of the Unitholders' Agreement shall be incorporated briefly in the appropriate sections of the prospectus.

d) Ensure as to the consistency of the information disclosed in the body of the prospectus with that in the Agreement.

12.3 The Commission is of the opinion that cash flow projections are useful for investors contemplating the acquisition of securities evidencing an interest in a multiple unit residential building (a "M.U.R.B.") or a real estate syndication.

The distributors of a real estate oriented security are prohibited from providing prospective investors with any projection that does not appear in the prospectus. However,

if the issuer elects to include such projections, they should contain the type of information described in Appendix A and should be supplemented by cost information as outlined in Appendix B. No specific reference to this information need be made in the auditors' report or in the auditors' comfort letter filed with the prospectus.

The issuer shall also provide a reconciliation between the actual results obtained each financial year and the projections contained in the prospectus. This annual reconciliation must be distributed with the annual audited financial statements of the project for each year covered by the projections. The reconciliation should be in detail at least equivalent to that of the projections.

The projection tables must contain bold face disclosure that the assumptions on which the projections are based are considered reasonable and realistic individually, in relation to each other and taken together. All the major assumptions, which form the basis of the projections, must be clearly stated in the prospectus. In addition, the prospectus should disclose that the assumptions form an integral part of the projection data, that actual results will probably vary from the projections and that such variations may be material.

APPENDIX A

Cash Flow Projections in MURB or Real Estate

Syndication Prospectuses

The projections should be on a year-by-year basis in tabular form, should cover a 10-year period and should indicate by way of note any material changes in projected trends expected to occur after the 10-year period. When the term of the first mortgage is less than 10 years the interest rate used for the balance of the period shall be the rate in effect on the date the projections were prepared for mortgages of an equivalent principal amount having comparable security. The projections should be based on reasonable assumptions, clearly stated in the prospectus. Ordinarily, they should relate to a single investment unit but may be supplemented by comparable figures for the entire project.

A highlighted statement substantially to the following effect should accompany the projections:

These projections have been prepared by the issuer without review by an independent accountant and are based on assumptions considered reasonable when prepared but which are inherently subject to uncertainty and variations depending on evolving events. There is absolutely no representation that these projections will be realized in whole or in part.

The following is the year-by-year format suggested, subject to appropriate variations in particular cases:

	Year 1	Year 2	....	Year 10
Income				
Rental				
Less Vacancies and Bad Debts				
Total Rental				
Other (provide explanation)				
Sub total				
Disbursements				
Property Taxes				
Insurance				
Operating Expenses(1)				
Maintenance and Repairs				
Management Fee				
Sub total				
Cash Flow before Debt Service				
Debt Service				
Principal(2)				
Interest				
Sub total				
Cash Flow After Debt Service				
Maximum Capital Cost Allowance Available				

(1) Note whether owners or tenants pay heat and electricity.

(2) If a Graduated Payment Mortgage - note increases each year.

APPENDIX B

Cost Information in MURB or Real Estate Syndication Prospectuses

The following format is suggested, subject to appropriate variations in particular cases:

Land
Asphalt
Appliances
Building
Sub total _____

Soft Costs: (Initial Services) -
CMHC mortgage insurance
Interest during construction
Overhead
Legal (leasing and mortgages)
Cash flow guarantee fee
Insurance and realty taxes
CMHC second mortgage guarantee
Landscaping
Initial leasing
Sub total _____

Total Costs
Mortgage Payable _____

Investors Equity - - - - - - - -

O.S.C. INTERIM POLICY 3-58

RESTRICTED SHARES
(UNCOMMON EQUITIES)

DISTRIBUTIONS AND DISCLOSURE

BACKGROUND

Following extensive discussions with other securities administrators and The Toronto Stock Exchange ("TSE"), the Ontario Securities Commission (the "Commission"), on 26 June 1981, issued Interim Policies 3-58 and 3-59. The latter policy stated that until a decision resulted from the public hearing to be held in October, no prospectus, statement of material facts o rights offering in respect of certain kinds of securities termed therein "uncommon equity securities" would be accepted for filir by the Commission. Uncommon equity securities were defined as equity securities that were non-voting, did not carry the right to vote in all circumstances, or with respect to which, as a class, the voting power was limited because of the issuance of securities of another class carrying multiple voting rights. Os Interim Policy 3-58 mandated disclosure to be made in respect of uncommon equity securities in prospectuses, statements of material facts and rights offerings in process at the Commissio as at 26 June 1981 and prescribed like disclosure with respect securities exchange take-over bid circulars concerning corporat re-organizations filed with the Commission under the Securities Act.

In conjunction with the Commission's initiative, the TSE imposed its own moratorium on the approval of listing applications for such securities until after the Commission hearing.

The securities administrators of the provinces of British Columbia and Quebec and the Vancouver and Montreal Stock Exchanges issued similar policy statements and imposed moratori and the Manitoba Securities Commission issued a policy statemen similar to Policy 3-58, although it did not join in the moratorium.

At the time of the issuance of OSC Interim Policies 3-58 a 3-59, the Commission des Valeurs Mobilieres du Quebec ("CVMQ") advised the Commission that it intended to hold its own hearing on the subject matter of the listing of the securities referred to in such policies on the Montreal Stock Exchange.

On 10 July 1981, the Commission released an addendum to OSC Interim Policies 3-58 and 3-59 which advised that such policies did not apply to distributions or reorganizations affected by issuers subject to an express policy of the Government of Canada or of any province of Canada that requires the use of uncommon equity securities in order to satisfy governmental policy. Such issuers would include participants in the banking and communications industries, issuers attempting to ensure compliance with the Canadian ownership levels of the proposed National Energy Programme and, prospectively, securities dealers inviting public ownership.

On 7 August 1981, the Commission released a further addendum to OSC Interim Policies 3-58 and 3-59 confirming that such policies did not apply to non-voting securities designated as, and conforming to the nature of, preferred shares notwithstanding that such preferred shares are not limited in their participation in earnings to a fixed dividend rate.

On 17 July 1981, the TSE issued to its members a news release (No. 81020) limiting its moratorium upon listings of uncommon equity securities to new listings applications and capital reorganizations by listed companies other than those which were in progress as of 26 June 1981, or those which represented additional listings of presently listed securities. On 23 July 1981, the TSE issued a further news release (No. 81021) advising that its moratorium did not apply to securities exempted by Addendum No. 1 to OSC Interim Policies 3-58 and 3-59 or to any further exemptions announced by the Commission.

In response to the unprecedented degree of public interest in the matter, and particularly in view of the uncertainty resulting from the moratorium, the Commission advanced the date of the hearing to 28 September 1981.

It should be noted that while the hearing originally scheduled for 24 October 1981 was to go to the listing of uncommon equity securities on the TSE, OSC Interim Policies 3-58 and 3-59 are applicable to the issuance of such securities whether or not there is an intention to list.

On 28 and 30 September 1981, a joint public hearing was held by the securities administrators of Ontario, Alberta and British Columbia, at which hearing official observers from the CVMQ the were in attendance and participated. The CVMQ held a separate hearing on the subject on 25 and 26 September, and the Alberta Securities Commission held a further hearing in Alberta on 28 October.

POLICY

As a result of the submissions made at such hearings, the CVMQ and the Commission have determined that it would not be contrary to the public interest at this time to permit the distribution of such securities, which are referred to as "restricted" shares in this Policy Statement (see Part I(A) for a definition of restricted shares), provided that certain conditions going to both initial and continuous disclosure are met.

This policy statement is being released for exposure, and comments are requested by December 18, 1981. A very full hearing was held into the issues discussed herein, and the short exposure period is to allow comment while at the same time not unduly delaying the lifing of the moratorium. It is hoped to have a final Policy Statement effective as of January 1, 1982.

A number of complex issues were raised at the hearings that are not dealt with in this Policy Statement. It is intended to consider these matters further, as well as the operation of this Policy Statement in the market place, and addenda to this Policy Statement may issue. This Commission, in particular, is considering whether, and how, holders of restricted shares might fairly share, if at all, with holders of voting securities in the benefits of a take-over bid made to the holders of such voting securities. The area of take-over bid legislation as a whole in Ontario is currently being considered by a voluntary, unpaid committee of Ontario lawyers and the rights of holders of restricted shares may form part of that area of consideration.

PART I

DESCRIPTION OF SHARES

(A) General

The Commission is of the view that publicly traded shares should only be designated, other than in charter documents, as "common" shares where such shares are fully participating and fully franchised, in that the holder of such shares has the residual right to share in the earnings of the issuer, and in its assets upon liquidation or winding up and has the right to vote in all circumstances permitted under the applicable corporate legislation, on a per share basis not being less than the right to vote attaching to any other share of an authorized class of shares of the issuer.

The foregoing view as to the use of the designation "common" in respect of a class of shares is held notwithstanding that applicable corporate legislation may permit the designation as

"common" of what are referred to in this Policy Statement as "restricted" shares. However, if the governing corporate law specifically requires the designation of such class of shares as "common" they may be so designated.

Further, publicly traded shares should only be designated as "preference" shares where there is a genuine preference attaching to such shares. For the determination of whether there is a genuine preference attaching to a class of shares, see Part I(F)(a) of this Policy Statement.

For purposes of this Policy Statement, shares which may not be properly designated as "common" or "preference" by the foregoing criteria, but which carry the right to unlimited or substantial participation in earnings and/or assets of a company on liquidation or winding up, shall be designated "restricted" shares.

(B) Stock quotations

The Commission is also of the view that the attention of any reader of stock quotations should be alerted to the rights of restricted shares. Therefore, in all stock quotations such as those listed in newspapers, a capital "R" shall follow the stock abbreviation where the shares are restricted shares. There shall also be a footnote showing that "R" indicates that there is a restriction on voting rights.

In the TSE Daily Record there shall be a notation, beside the "R" beside the stock name, of the nature of the restriction. For example, the abbreviation "Rnv" after a stock name would indicate that the restricted shares are non-voting, and there would be other appropriate abbreviations determined by the TSE for shares having other kinds of voting restrictions.

(C) Dealer Confirmation

Under section 35 of the Securities Act, a registered dealer who has acted in connection with a trade in a security shall promptly send or deliver to the customer a written confirmation of the transaction setting forth, inter alia, the description of the security. The Commission is of the view that the description of the security should include a precis of the restrictions or limitations in respect of restricted shares; for example, "non-voting" or "voting but subordinate to 100 votes per Class B Share".

The same disclosure shall be included in all statements of transactions or security positions sent to the customer.

(D) Dealer or Adviser Literature

In all dealer or adviser recommendations, selling documents, communications and other literature, there shall be a statement as to the restrictions on any restricted shares referred to therein.

(E) Reporting Issuer Disclosure Documentation

In any documents that a reporting issuer issues pursuant to its obligations under the Securities Act for timely and continuous disclosure, any reference to restricted shares shall be accompanied by a statement as to the restrictions in respect of such shares. Such documents include press releases, material change reports, information circulars, directors' circulars, proxy statements, etc.

In particular, on the balance sheet of an issuer, the capital stock shall be divided among the headings, Common Shares, Preferred Shares and Restricted Shares. The notes to the financial statements should contain a full description of the attributes of or affecting the restricted shares.

(F) Offering Documents

This section sets out the minimum disclosure that will be required in all documents describing the issue of restricted shares filed with the Commission by a reporting issuer or by an issuer which will become a reporting issuer upon the acceptance for filing of such document by the Commission, including any prospectus, summary statement, statement of material facts, rights offering circular, securities exchange take-over bid circular, offering memorandum, or information circular concerning a proposed corporate re-organization or amalgamation that would have the effect of converting or subdividing, in whole or in part, existing shares into restricted shares, or creating new restricted shares.

The minimum disclosure that is detailed below as required in a prospectus is applicable to all other offering documents to the extent that the form of the document permits, ie., offering documents other than prospectuses usually do not include summaries, and may, depending on the nature of the document, not include financial statements.

(a) Designation

The shares being offered or described shall be designated as restricted, and may not be designated as "common" or "preference" excepting where a strict legal designation is required as opposed to full, true and plain disclosure. Where there is a question as

to whether there is in fact a genuine preference attaching to such shares, the determination will be made by the Director, in the exercise of the discretion given to him by the Securities Act to act in the public interest.

In the case of companies listed on the TSE, where that body would normally exercise its discretion as to listings, the TSE will make the determination. The Commission and the TSE will co-operate in making such determinations, where both are involved. Such decisions will, of course, be open to the usual avenues of appeal.

(b) Face page

(i) The heading showing the number and class of shares offered shall include the term "restricted" in the same type face as the rest of the heading.

(ii) There shall be a brief statement of the voting rights attached to the shares being offered (or a statement that there are no voting rights) and to voting rights, if any, possessed by any other class of securities of the issuer that are greater on a per share basis than those attached to the securities being offered, with a cross-reference to a full description in the body of the prospectus.

(iii)There shall be a brief reference to any significant rights in applicable corporate or securities legislation that are not available to the holders of the shares being offered; ie., rights under take-over bid legislation, with a cross-reference to a full explanation in the body of the prospectus.

(c) Summary

The summary shall include:

(i) a brief summary of the voting rights attached to the shares being offered (or a statement that there are none)and to voting rights, if any, possessed by any other class of securities of the issuer that are greater on a per share basis than those attached to the securities being offered; and

(ii) a summary of the rights in (b)(iii) above.

(d) Body

The body of the prospectus shall include full descriptions and explanations, where applicable, of the statements referred to in (b)(ii) and (b)(iii) above.

(e) Financial Statements

The financial statements shall be in accordance with Part I(E) of this Policy Statement.

PART II

DISSEMINATION OF INFORMATION

(A) General

All informational documents that are required either by the governing corporate law or securities law to be sent to the holders of voting shares shall also be sent at the same time to the holders of restricted shares. Such documents would include, but not be limited to, information circulars, notices of meetings, annual reports and financial statements.

(B) Forwarding of Information by Registrants

Subsection 48(2) of the Act requires a registrant, under the circumstances described in that subsection, to forward certain material to the beneficial owners of securities registered in its name. It is the Commission's intention that registrants would forward the information referred to in Part II(A) to the beneficial owners of restricted shares registered in their name.

(C) Sending of Financial Statements

Paragraph 10 of the exempting Order made in support of OSC Policy 3-44, which exempted reporting issuers from sending financial statements to holders of non-voting securities as required by section 78 of the Act, will be varied to apply only to non-voting securities that are not restricted securities.

PART III

MEETINGS OF SHAREHOLDERS

(A) New Issues

For all new issues of restricted shares after the effective

date of this policy, the reporting issuer must provide or undertake that the holders of restricted shares shall be given notice of and invited to attend meetings of the voting shareholders of the reporting issuer.

(B) Existing Issues

The Commission expects that issuers with a presently listed class of restricted shares to agree to comply with Parts II and III(A) of this Policy. It is anticipated that the TSE will not permit any future listings, including the listing of additional restricted shares of a class already listed, unless the issuer agrees so to comply.

PART IV

CONSULTATION WITH THE DIRECTOR

Issuers are invited to consult with the Director where there is doubt as to the application of this Policy or where circumstances exist which would render compliance with this Policy inappropriate. An appeal from a decision of the Director may be made to the Commission. Such an appeal will be treated in the same manner as a review of a decision of the Director under subsection 8(2) of the Act.

INVITATION FOR FURTHER COMMENTS

This Policy Statement is being released for exposure and comments are requested by December 18, 1981. A very full hearing was held into the issues discussed herein, and the short exposure period is to allow comment while at the same time not unduly delaying the lifting of the moratorium. It is hoped to have a final Policy Statement effective as of January 1, 1982.

Comments regarding Draft National Policy are invited. Submissions should be addressed to:

The Secretary
Ontario Securities Commission
10 Wellesley St. E
Toronto, Ontario
M7A 2H7

and

The Chairman
Alberta Securities Commission
11th Floor
Capitol Square
10065 Jasper Avenue
Edmonton, Alberta
T5J 3B1

and

The Chairman
Saskatchewan Securities Commission
3rd Floor, Towne Square
1919 Rose Street
Regina, Saskatchewan
S4P 3V7

Submissions should be received by the Secretary no later than Monday, February 1, 1982. Comments received will be available for public inspection unless confidentiality is specifically requested.

REQUEST FOR COMMENTS

O.S.C. INTERIM POLICY 3-58

RESTRICTED SHARES
(UNCOMMON EQUITIES)
DISTRIBUTIONS AND DISCLOSURE

This Policy Statement is being released for exposure and comments are requested by December 18, 1981. A very full hearing was held into the issues discussed herein, and the short exposure period is to allow comment while at the same time not unduly delaying the lifting of the moratorium. It is hoped to have a final Policy Statement effective as of January 1, 1982.

REQUEST FOR COMMENTS

CONSULTATIVE PANELS OF PROFESSIONAL ADVISERS

PROCEDURES

IMMUNITY FROM LIABILITY

INVITATION FOR COMMENTS

Comments on this proposal are invited and should be sent, before 21 December 1981, to The Secretary's Office, 6th Floor, 10 Wellesley Street East, Toronto, M7A 2H7. Copies of any comments should also be forwarded to:

R.D. THOMAS, F.C.A.,
General Director of Research,
The Canadian Institute of Chartered Accountants,
250 Bloor Street East,
Toronto, Ontario.
M4W 1G5

and to:

D.A. WILSON, F.C.A.
Executive Director,
The Institute of Chartered Accountants of Ontario,
69 Bloor Street East,
Toronto, Ontario.
M4W 1B3

PROPOSED UPDATING OF O.S.C. POLICIES

In the spring of 1981, a voluntary, unpaid committee was formed of members of the securities bar to review the existing O.S.C. Policies and to recommend to the Commission what changes should be made. In particular, the committee was asked to recommend amendments necessary to update the policies in light o changes in legislation or practice. Immediately following are the preliminary recommendations of the committee which relate to technical changes only.

Comments regarding these proposed changes are invited and may be submitted to The Secretary, Ontario Securities Commission 6th Floor, 10 Wellesley Street East, Toronto, M7A 2H7. Six copies of such submissions should be sent to the Chairman of the committee, R.J. Murphy, Fraser & Beatty, P.O. Box 100, First Canadian Place, Toronto, M5X 1B2 (TDX #41). Submissions should be received by the Secretary no later than December 31, 1981.

Comments received will be made available for public inspection unless confidentiality is specifically requested.

The committee is also considering recommendations of a more substantive nature to some of the policies. Suggestions will be welcomed by the committee and can be made by contacting the Chairman of the Committee or any member of the committee who are

R.J. Murphy Chairman	Fraser & Beatty	863-4664
R.J. Carew	Smith, Lyons, Torrance, Stevenson & Mayer	863-9400
Patrick Finnerty	Blake, Cassels & Graydon	863-2739
W.K. Orr	Fraser & Beatty	863-4570
Rene R. Sorrel	McCarthy & McCarthy	362-1812
G. Wesley Voorheis	Davies, Ward & Beck	863-0900

Policy No.	Title and Comment	Recommendati
3-01	FEE CALCULATION FOR ANNUAL REFILING OF PROSPECTUS - In light of Regulation, Schedule 1, section 9(2)(a), Policy 3-01 does little more than indicate one factor which the Director may consider in determining whether an estimate of total proceeds to be realized in Ontario is satisfactory.	Delete
3-04	PRELIMINARY PROSPECTUSES AND PROSPECTUSES - Section 1 - The reference to "Investment" and "Mining and Oil" should be changed to	

Policy No.	Title and Comment	Recommendation
	"Finance" and "Natural Resource" respectively.	Technical Amendment
	Section 2(a) & (b) - Superseded by Regulation, section 25(1)4.	Delete
	Section 2(c) - Superseded by Regulation, section 25(1)1.	Delete
	Section 2(d) - This section is probably unenforceable and may be inappropriate in any event.	Delete
	Section 3 - Superseded by Regulation, section 25(1)2.	Delete
3-05	REQUIREMENTS WITH RESPECT TO FINANCIAL DISCLOSURE IN STATEMENT OF MATERIAL FACTS (REGULATION 49(1) AND SECTION 58(2)) - Superseded by Regulation, sections 57 to 63 and Form 24.	Delete
3-06	EXAMINATION PROGRAM FOR SALESMEN - Repealed.	
3-07	REGISTRATION OF PART-TIME SALESMEN - Repealed.	
3-08	REGISTRATION -- NON-RESIDENTS - This is superseded by the provisions of the Act.	Delete
3-09	TRANSFER OF SALESMEN - Superseded by the Act, section 32 and Regulation, section 118.	Delete
3-12	PREPARATION OF INSIDER TRADING REPORTS - Superseded by Regulation, instructions on Form 37, item 12	Delete
3-13	INITIAL INSIDER TRADING REPORTS -- THE FILING OF "NIL" REPORTS - Superseded by Regulation, section 150.	Delete
3-14	DELINQUENCY IN FILING UNDER PART XII, SECURITIES ACT, 1966 - Probably unnecessary. Notices to this effect appear in the Bulletin from time to time and are probably more useful than a policy statement, the contents of which are clearly covered in the Act.	Delete

Policy No.	Title and Comment	Recommendation
3-15	APPLICATIONS FOR ORDER FOR OMISSION OF SALES OR GROSS OPERATING REVENUE -- CANADA CORPORATIONS --[SECTION 121(3) THE SECURITIES ACT, 1966] -- [Gross Sale Figures] -- Repealed.	
3-16	GROUNDS FOR EXEMPTIONS, NON-ONTARIO COMPANIES -- PARTS X, XI AND XII -- Superseded by 3-44 and exemption provisions in the Act.	Delete
3-17	RECOGNITION OF TORONTO STOCK EXCHANGE -- Superseded by 3-42	Delete
3-20	PROCEDURE RE: APPEALS TO COMMISSION BY WAY OF HEARING AND REVIEW UNDER SECTION 28: PROCEDURE - References should be changed to refer to section 8 of the Act. There are other technical amendments which will be necessary.	Technical Amendments
3-24	INSIDER TRADING REPORTING: FAILURE TO FILE/LATE FILING - This policy merely points out the law contained in the provisions of the Act. Occasional reminder notices in the Bulletin are probably more effective than a policy.	Delete
3-28	APPLICATIONS FOR COMMISSION CONSENT TO OBTAIN TRANSCRIPTS OF EVIDENCE TAKEN DURING INVESTIGATIONS OR HEARINGS - Cross references to sections of the Act must be updated.	Technical Amendments
3-29	EXPLANATORY NOTICE -- EXEMPTIONS FROM REGISTRATION AND PROSPECTUS REQUIREMENTS - Never in force. These matters covered in the Act and Forms.	Delete
3-30	SUSPENSION OF REGISTRATION PURSUANT TO SECTION 8: CRIMINAL CHARGES PENDING - References should be updated to section 26 of the Act.	Technical Amendments
3-31	CEASE TRADING ORDERS: APPLICATIONS FOR PARTIAL REVOCATION TO PERMIT THE SHAREHOLDERS TO ESTABLISH A TAX LOSS FOR INCOME TAX PURPOSES - A section reference needs to be changed.	Technical Amendment

Policy No.	Title and Comment	Recommendation
3-34	TIMELY DISCLOSURE: ADEQUACY OF DISCLOSURE: CEASE TRADING ORDERS IN OTHER JURISDICTIONS - This should be updated to correct references to the Act. It may be that the "Background" section could be deleted.	Technical Amendment
3-35	TERM-PREFERRED SHARES: DISCLOSURE IN FINANCIAL STATEMENTS - This disclosure requirement is not necessary following the legislation of GAAP as set forth in the CICA Handbook.	Delete
3-39	PUBLICATION IN THE WEEKLY SUMMARY OF INFORMATION REPORTED TO THE COMMISSION ON FORMS 11 AND 12 - References to the Act need updating.	Technical Amendment
3-40	PUBLIC AVAILABILITY OF MATERIAL FILED UNDER THE SECURITIES ACT, 1978 - Section (4) should be deleted and part of 3-49 added.	Technical Amendment
3-42	RECOGNITION OF STOCK EXCHANGES - Amendments published 13 March 1981 to be integrated.	Technical Amendment
3-45	APPLICATIONS FOR EXEMPTIONS FROM INSIDER REPORTING OBLIGATIONS -- SECTION 117 -- FOR INSIDERS OF SUBSIDIARIES AND AFFILIATED ISSUERS - The addendum could well be integrated with the policy	Technical Amendment
3-46	CERTIFICATES OF NO DEFAULT UNDER SUBSECTION 71(8) AND LIST OF DEFAULTING ISSUERS UNDER SUBSECTION 71(9) OF THE SECURITIES ACT, 1978 - The preamble paragraph dealing with the period prior to March 15, 1981 should be deleted.	Technical Amendment
3-49	APPLICATIONS FOR EXEMPTIONS PUBLIC DOCUMENTS - Part of this policy could be included in 3-40 and the rest in a revised 3-18.	Delete
3-51	RIGHTS OFFERING: STAND-BY UNDERWRITING OR OPTIONS TO PRINCIPAL SECURITYHOLDERS - Included in 3-37 and 3-22.	Delete

Policy No.	Title and Comment	Recommendation
3-52	BUSINESS AND ASSET COMBINATIONS: SHAREHOLDERS' APPROVAL: MAJORITY OF THE MINORITY TEST - Included in 3-37.	Delete

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B" - Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.

"D" - Director of principal reporting issuer.

"DI" - Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

"K" - Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.

"S" - Senior Officer of principal reporting issuer.

"SI" - Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol - Securities are beneficially owned directly.

Symbol #1 - The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol- purchase or sale
"A" - bequest or inheritance
"C" - compensation
"E" - exchange or conversion
"F" - exercise of rights, etc.
"G" - gift
"IR" - initial report
"M" - internal
"Q" - qualifying shares
"R" - redeemed (called, Matured)
"T" - stock dividend
"V" - stock split
"X" - exercise of option
"Z" - distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ADANAC MINING & EXPLORATION LTD	Common	Conwest Exploration Company Limited	B	--				572381
		Consolidated Canada Faraday Limited		Oct/81	1	30000		160300
		Chimo Gold Mines Ltd		--	1			283825
		434074 Ontario Limited		--	1			70000
ALCAN ALUMINIUM LIMITED	Common	Murray D Lester	S	Sept/81		187		1387
		Wife		Sept/81	1	187		187
ALLIED CORP	Common	Richard R Shinn	D	Oct/81		500		1000
AMERACRUDE INTERNATIONAL INC	Common	Bruce E Terry	D					
		Amended		Jun/81		10000		31802
AMERICAN EXPRESS COMPANY	Common	Sanford I Weill	DS	Oct/81			37450	550000
		Spouse		--	1			570
ANDRES WINES LTD	Class A	Peter A W Green	DS	Oct/81			500	---
ASSOCIATED PORCUPINE MINES LIMITED	Common	Robert F Sheldon	D	I R				3000
		William S Vaughan	DS					
		Bansco & Co		I R	1			1000
ASSOCIATED RECREATION CORPORATION	Common	J Ronald Woods	D	Nov/81			1000	---
ASSOCIATES CAPITAL CORPORATON	Commercial Paper	Melvin G Bridge	SI	Oct/81			$12000	
				Oct/81		$12000		$12000
		William A Gallaway	DS	Oct/81			$65000	
				Oct/81		$65000		$65000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ATLANTIC RICHFIELD COMPANY	Common	Harold A Sorgenti S	--			740
		Thrift Plan	Jan/81 1	688		881
AUBET RESOURCES INC	Common	S L Helfenbaum DS DISI	I R			5000
		John A Honsberger D	I R			2500
		Resource Management and Financial Consultants Ltd B	I R			92500
	Preferred	" "	I R			100000
	Common	Jack West DSB	I R			281424
	Preferred	Jack West	I R			200000
	Common	Leonard E Wilson B	I R			231424
	Preferred	Leonard E Wilson	I R			200000
AUGDOME CORPORATION LIMITED	Common	Victor W Slater D	Oct/81		1000	4000
B B C REALTY INVESTORS	Units	Kenneth T Stevenson K				
		Amended	Sept/81	4500		18700
BANK OF MONTREAL	Common	William Mulholland DS				
		Amended	Mar/81 F	510		4080
	Preferred	Nominee name	Oct/81 1	600		600
BARBECON INC	Common	James G Westaway DISI				
		RRSP	Oct/81 1	40		2605
		Deferred Profit Sharing Plan	-- 1			1795
		Mary L Westaway DISI	Oct/81	5100		7500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BATHURST PAPER LIMITED	Preferred	Consolidated-Bathurst Inc	B	Oct/81	200		83905
BELL CANADA	Common	J G R Brule	S	1981	152		2132
BOMBARDIER INC	Class B	John M Cybulski	S	Oct/81	1250		1250
		Ann Archambault	S	Oct/81	75		75
		Real Auclair	S	I R			900
		Zoel Bergeron	S	Oct/81	50		50
		Normand Carpentier	S	Oct/81	100		100
		Pierre Cloutier	S	Oct/81	1200		1200
	Class A	Raynald Cloutier	S	I R			650
	Class B	Raynald Cloutier		I R			500
		Ian B Crowe	S	Oct/81	200		200
		Jean-Louis Fontaine	S	Oct/81	1250		1250
		Gustave Francq	S	Oct/81	25		25
		Roland Gagnon	S	Oct/81	150		150
		Andre Goyette	S	Oct/81	600		600
		Louis Hollander	S	Oct/81	1000		1000
		Serge Huot	S	Oct/81	400		400
		Andre Jean	S	Oct/81	100		100
		Yvon Lafortune	S	Oct/81	100		100

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BOMBARDIER INC (Continued)	Class "B"	Paul Lamontagne	S	I R			800
		Pierre Lariviere	S	Oct/81	100		100
		Paul H. Larose	S	Oct/81	500		500
		Michel LaSalle	S	I R			250
	Class A	Rejean Leclerc	S	I R			76
	Class B	Rejean Leclerc		I R			100
		Gerard Lepage	S	Oct/81	300		300
		Arthur C Mawby	S	Oct/81	500		500
		G A R Monette	S	I R			100
		Yvon Nadeau	S	Oct/81	100		100
		Gerard Parent	S	Oct/81	450		450
		Pierre Poitras	S	Oct/81	1000		1000
		P Andre Roy	S	I R			190
		Raymond Royer	S	Oct/81	950		950
		Jacques Savard	S	Oct/81	800		800
		M Simoneau	S	Oct/81	100		100
		Guy Talbot	S	Oct/81	150		150
BONANZA OIL & GAS LTD	Common	Hi-Lo Holdings Ltd		Oct/81	110000		602350

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BOW VALLEY RESOURCE SERVICES LTD	Common	Arnold Ludwick DISI				
		Family	Oct/81 1	10000		11400
BP CANADA	Common	Charles Perrault D	Feb/81 T	9		316
BRAMALEA LIMITED	Common	Joseph Lebovic B	--			13700
		control or direction	Oct/81 1	3400		1920800
BRASCAN LTD	Preferred	William G Brissenden D	Oct/81 1	12000		12000
BRINCO LIMITED	Common	Thomas N Dirks DSB	Oct/81		2200	---
		Sage Holdings Limited	Oct/81 1		31000	59000
	Preferred	Thomas N Dirks Sage Holdings Limited	Oct/81 1		200	248123
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	Common	John F Frisch DISI	Nov/81		1400	2000
CAE INDUSTRIES LTD	Common	Andre A Gelinas S	Oct/81		100	900
		Lawrence H Prokop SI	Oct/81		3600	---
CAMCHIB RESOURCES INC	Common	Campbell Resources Inc B	Oct/81	26700		739732
CAMPEAU CORPORATION	Common	Jack D Ellison S				
		Stock Purchase Plan	I R 1			20000
		Clark Gillaspie S				
		Stock Purchase Plan	I R 1			19444
		Norman E Kraftchuk S				
		Stock Purchase Plan	I R 1			19444
		Terry Partington S				
		Stock Purchase Plan	I R 1			22222

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA BUSINESS CORPORATIONS ACT	Class B	Lawson & Jones Limited	S	I R			12
CANADA TRUSTCO MORTGAGE COMPANY	Common	George W Stoyles	S	Oct/81		3500	---
CANADIAN NATURAL RESOURCES LIMITED	Common	John S Davidson Ammended	D	May/81		750000	---
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	John D Kenny	S	1981	173		377
		John C Ames	SI	Oct/81	145		4812
		Cecil S Flenniken	DISI	I R			100
		Marc Regnier	SI	I R			1
		Frederick N Wilson	SI	I R			309
		Gordon S MacLean	S	1981	44		405
CANADIAN TIRE CORP LTD	Class A	Frederick Y Sasaki	S	Nov/81	3		9
CANE CONSOLIDATED EXPLORATIONS LIMITED	Common	Irma Hibbard	D	Oct/81		2000	9000
		Ingamar Explorations Limited		-- 1			12000
CANRAY RESOURCES LIMITED	Common	Murray Axmith	DS	Oct/81	3500		91709
CAPITAL DYNAMICS LIMITED	Common	Francis D Trebell	D	Aug/81			29901
		Columbia Western Management Ltd		Aug/81		1700	
				Sep/81	2700		
				Sep/81		1000	
				Sep/81		100	
				Oct/81	3800		1036442

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CARMA DEVELOPERS LTD	8.7% First Pref	James C Smith S					
	Series A	R R S P	Oct/81	1	400		600
	Common	Carma Developers Ltd	Oct/81		35000		35000
CENTRAL PATRICIA LIMITED	Common	Martin P Connell DSB	Jun/81	M		1167442	
			Jun/81		4003		35663
		482582 Ontario Inc	Oct/81	M1	1167442		1167442
		Other Indirects	Oct/81	1			115430
CENTURY ENERGY CORP LTD	Common	George E Mara Jr D	Oct/81		3000		5000
CHEROKEE RESOURCES LIMITED	Common	John J Fleming D	I R				33800
CHIEFTAIN DEVELOPMENT CO LTD	Common	Harold L Hitchins D	Oct/81		500		4000
CITIES SERVICE COMPANY	Common	Richmond B Galbreath S	Oct/81	M		736	
			Oct/81	X	1800		3330
COCKFIELD BROWN INC	Common	Peter W Hunter DISI	I R				1650
		Signum Communications Limited B	I R	1			62000
COLLECTIVE MUTUAL FUND LTD	Special	Athabasca Holdings Limited	Oct/81		649		9281
		Collective Securities Ltd	Oct/81		2334		9281
		Donald Cormie DS DISI	--				1048
		Indirect Holding	Oct/81	1	2984		115196
COMAC COMMUNICATIONS LIMITED	Demand Notes	Torstar Corporation B	Oct/81			$500000	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMMERCIAL FINANCE CORPORATION LIMITED	Common	Investors Finance Corporation Limited	B	Oct/81 Oct/81		7500	1000	3797142
		W L Henderson	DS	Oct/81		2000		4002
COMTERM INC	Common	Laurent Nadeau	DSB	Oct/81			2500	375928
		Jack S Nounou	D	Oct/81		5000		230023
		Guy St Pierre	S	Oct/81			3000	119985
CONSOLIDATED-BATHURST INC	Common	Walter S Hill	SI	I R				---
		George L F Riddell	SI	I R				---
		David M Schwartz	SI	I R				---
CONSOLIDATED GOLDSEC EXPLORATIONS LTD	Common	David E Austin	S	I R				---
CONSOLIDATED IMPERIAL RESOURCES	Common	Louis Civil	D	Oct/81 Oct/81		2000	500	84301
CONSOLIDATED NATURAL GAS COMPANY	Common	Trustees-Alternate Thrift Trust	K M	Oct/81 Oct/81		9908	2782	2582837
CONSOLIDATED PROFESSOR MINES LIMITED	Common	G Richard Cunningham-Dunlop	DS	Oct/81 Oct/81 Oct/81	 E	2000 155	500	 20235
		Bay Contractors Ltd		Oct/81	E1	6000		23179
		Temiskaming Construction Ltd		--	1			735498

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONSUMERS GLASS COMPANY LIMITED	Common	Brian Heward	D	--				2960
		A B L H Investment Inc		Aug/81	1	786		
				Sept/81	1	100		28726
		Estates		--	1			6822
		Chilion F G Heward	D	Aug/81		147		11341
		Child		--	1			988
		Barbri Securities Ltd		--	1			20329
		Estate		--	1			324
CONTINENTAL GROUP, INC, THE	Common	Robert B Mesrobian	S	Oct/81			500	104
CONTROL DATA CORPORATION	Common	Gary E Polaczyk	S	Sept/81	V	375		
				Oct/81			650	100
		Marvin G Rogers	S	Oct/81			2000	36708
CONVENTURES LIMITED	Common	Charles R Yonng	D	Oct/81		300		700
		Wife		Oct/81	1	100		250
COPPERFIELDS MINING CORPORATION	Common	Montreal Trust Company	B					
		Candou Industries Ltd		Oct/81	1	10200		496200
COSEKA RESOURCES LIMITED	Common	Frederick J Birks	S	Oct/81			300	5900
		William F Turnbull	S	Oct/81			2000	
				Nov/81			1000	10000
	Common	Lloyd D Driscoll	S	Oct/81			2400	---
	Series A Pref	Lloyd D Driscoll		Oct/81			1000	1000
	Common	James D Tocher	D	Oct/81			85000	3733
		Wife		Oct/81	1		75000	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION (Continued)	Common	E M Harvey S	--			520
		Savings Plan	Oct/81 1	276		7541
		Robert Herzog DS	--			5444
		Savings Plan	Oct/81 1	262		10646
		Wife	-- 1			100
		Stephen B Rodi S	--			4234
		Savings Plan	Oct/81 1	78		4074
FEDERAL INDUSTRIES LTD	Class B Common	Augustus S Leach Jr DS				
		Amended Seclan Investments Limited	Oct/81 1	363		62735
FLYING CROSS PETROLEUM CORP	Common	Frank Cadesky DSB	Oct/81			133875
		Cadre Corporation	Oct/81 1		21350	513626
FORT NORMAN EXPLORATION	Common	Donald W Ford D	Oct/81		1000	34300
GAN-MOR HOLDINGS LTD	Common	Glen Davis K				
		Co-Executor	I R 1			20005
		Morgan Industries Limited B	I R			20005
GANE PETROLEUM CORPORATION LTD	Common	Robert D B Sullivan D	I R			206500
	Preferred	Robert D B Sullivan D	I R			12632
	Common	Jack Chuck Lee DS	I R			248314
		J L Resources Ltd	I R 1			39534
		Gaylard R Turnquist S	I R			29464
		242459 Alberta Ltd	I R 1			253984

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DOMINION TEXTILE INC	--	Marie Baillargeon	S	I R				---
	Common	Alexander D Hamilton	D	Oct/81		2		104
DOMTAR INC	Common	Ladwrick M Cook	D	Sept/81			100	1
DOW CHEMICAL COMPANY, THE	Common	G J Williams	DS	Oct/81			100	45024
		Wife		Oct/81	1			3248
		Stock Benefit Plan		Oct/81	1			3890
DRUMMOND PETROLEUM LTD	Common	Jack M Moon	D	Oct/81			9000	53083
		J M Moon Investment Co Ltd		--	1			321052
DU PONT OF CANADA INC	Common	Herbert H Lank						
		Nanticoke Ltd		Oct/81	1		2000	8000
		Wife		--	1			50
DUNDEE-PALLISER RESOURCES INC	Common	Wayne A McCoy	D	Oct/81			1000	57700
ELECTROHOME LIMITED	Class Y	William D McGregor	S	Oct/81			1000	18000
ETHYL CORPORATION	Common	Bruce C Gottwald	DS	--				598340
		Savings Plan		Oct/81	1	482		22641
		Other Indirects		--	1			182208
		John F Koehnle	S					
		Savings Plan		Oct/81	1	116		7390
		M F Gautreaux	DS	--				6488
		Savings Plan		Oct/81	1	83		4115
		James M Gill	DS	--				6967
		Savings Plan		Oct/81	1	112		5668

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION (Continued)	Common	E M Harvey S	--				520
		Savings Plan	Oct/81	1	276		7541
		Robert Herzog DS	--				5444
		Savings Plan	Oct/81	1	262		10646
		Wife	--	1			100
		Stephen B Rodi S	--				4234
		Savings Plan	Oct/81	1	78		4074
FEDERAL INDUSTRIES LTD	Class B Common	Augustus S Leach Jr DS					
		Amended					
		Seclan Investments Limited	Oct/81	1	363		62735
FLYING CROSS PETROLEUM CORP	Common	Frank Cadesky DSB	Oct/81				133875
		Cadre Corporation	Oct/81	1		21350	513626
FORT NORMAN EXPLORATION	Common	Donald W Ford D	Oct/81			1000	34300
GAN-MOR HOLDINGS LTD	Common	Glen Davis K					
		Co-Executor	I R	1			20005
		Morgan Industries Limited B	I R				20005
GANE PETROLEUM CORPORATION LTD	Common	Robert D B Sullivan D	I R				206500
	Preferred	Robert D B Sullivan D	I R				12632
	Common	Jack Chuck Lee DS	I R				248314
		J L Resources Ltd	I R	1			39534
		Gaylard R Turnquist S	I R				29464
		242459 Alberta Ltd	I R	1			253984

ISSUER	TYPE			TYPE OF TRANSACTION		ACQUIRED	SOLD OR DISPOSED	MONTH END HOLDINGS
GANE PETROLEUM CORPORATION LTD (Continued)	Common	Edwin M Jensen	S	I R				34964
		242460 Alberta Ltd		I R	1			253984
		Northface Holdings		I R	1			1000
		Dan Jaye Stearne	S	I R				20000
GASCOME OILS LTD	Common	Bertina Ng	S	I R				5000
GENERAL AMERICAN OIL COMPANY OF OF TEXAS	Common	Employees Stock Bonus Plan	K	Oct/81		4700		
				Oct/81			204	376801
		Charles W Lewis	D	Sept/81	T	102		3510
		Wife		Sept/81	T1	1111		38172
		Sally Lancaster	DI	--				900
		Children		Sept/81	1		100	5674
		Dorothy C Wilson	DIS	Oct/81	T	142		4888
		Child		Oct/81	T1	115		3980
GENERAL DISTRIBUTORS OF CANADA LTD	Common	Carl O Nickle	D	Oct/81	M	45000		50000
		Nickle Family Foundation		Oct/81	M1	55000		55000
		Conventures Limited		Oct/81	M1		100000	---
GENSTAR CORPORATION	Common	Saul Simkin	D	--				476
		Kins Management Ltd		Oct/81	1	50000		50000
	Preferred	Ross J Turner	DS	Oct/81		30000		30000
	Common	Yves du Parc	D	I R				200
		Glen R Jones	S	Sept/81		300		500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENSTAR CORPORATION (Continued)	Preferred	Angus MacNaughton	DS	Oct/81		30000		30000
	Common	Beverley A Monkman	S	Nov/81		1000		5700
		Monkman Holdings Limited		-	1			4000
		Spouse		-	1			7000
	Preferred	George F Michals	S	Oct/81		5500		5500
GEORGE WESTON LIMITED	Preferred	Mark Hoffman	D	Oct/81		4000		4000
		Robert H Kidd	D	Oct/81		4000		4000
		Donald I McCarthy	D	Oct/81		800		800
	Common	Richard J Currie	DS	Oct/81			9350	6
		Dembly Investments Ltd		-	1			12403
	Preferred	Richard J Currie	DS	Oct/81		4000		4000
		David A Nichol	DS	Oct/81		2000		2000
GIBRALTAR MINES LIMITED	Common	John J Thompson	S	I R				----
GOLDEN HOPE MINES LMITED	Common	Jean R Depatie	D	I R				1
		Theodore H Polisuk	DS	I R				1
		Fred Munger	S	I R				1
GOLDLUND MINES LIMITED	Common	Percy C Finlay	DS	Sept/81	F	3500		21002
GREAT WEST STEEL INDUSTRIES LTD	Common "A"	Douglas S Kennedy	S	Oct/81			22000	62530

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GREAT WEST STEEL INDUSTRIES LTD (Continued)	Common	Montreal Trust Company Account #518700 B Candou Industries Ltd		Oct/81		47800		506800
	Warrants			Oct/81		5500		37100
GREAT-WEST LIFE ASSURANCE COMPANY LIMITED, THE	Common	David M Schwartz	SI	I R				---
		Walter S Hill	SI	I R				---
		George L F Riddell	SI	I R				---
GUARANTY TRUST COMPANY OF CANADA	Group A	William C Attewell	S	Nov/81			300	---
GULCH RESOURCES LTD	Common	Richard Bonnycastle* D Cavendish Investing Ltd		Oct/81	1		102300	122700
		Petrobank Resources Ltd		I R				1000000
		James D Tocher	D	Oct/81		15400		35400
GULF CANADA LIMITED	Common	Walter H Burkhiser	S	Nov/81			1569	---
HARVEY WOODS LIMITED	Common	Ian Woods	SI	Nov/81			15250	---
HIRAM WALKER RESOURCES LIMITED	Common	Noah Torno	D	Oct/81			15000	5000
		Wife		-	1			3000
		Mother		-	1			2300

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HIRAM WALKER RESOURCES LTD (Continued)	Common	Robert J Tebbs	D	Oct/81			6000	14425
		Wife		--	1			2240
	Preferred	Anthony G S Griffin	D	Oct/81			1000	1000
		Wife		--	1			1140
	Common	James I Cuthill	S	Oct/81			12000	---
	Preferred			Oct/81		10000		10000
HCI HOLDINGS LTD	Class A Common	Andrew Sarlos*	B	Oct/81	E1		10000	763989
	Class B Common	Donbarn		Oct/81	1	38000		
		Investments Ltd		Oct/81	E1	10000		2001143
HOLMER GOLD MINES LTD	Common	HCI Holdings Ltd	B	Oct/81			9000	204000
HUDSON BAY MINING AND SMELTING CO., LTD	Common	Allan E Dobson	DI					
		Savings Plan		Oct/81	1	5		41
HUDSON'S BAY COMPANY	Common	Hudson's Bay Company		Oct/81		2498		
				Oct/81	R		2498	---
	Series A Pref	Hudson's Bay Company		Oct/81		18500		
				Oct/81	R		18500	---
	Series D Pref	Hudson's Bay Company		Oct/81		3400		
				Oct/81	R		3400	---
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	Common	Hudson's Bay Company		Oct/81	E		53083	2958063
		Hudson's Bay Company Investments Limited		Oct/81	1			7701288
		Richard F Haskayne	DS	Oct/81	E	13300		
				Oct/81			4000	10660
	Series A Pref			Oct/81	E		13300	---
	Common	William D Storey	S	Oct/81	E	2700		
				Oct/81			2700	60
		Profit Sharing Plan		Oct/81	1	32		

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HUDSON'S BAY OIL & GAS COMPANY LIMITED (Continued)	Preferred	William D Storey	Oct/81	E		2700	3200
	Common	Patrick H Wesley DI					
		Profit Sharing Plan	Oct/81	1	16		602
		James L Gaffney DI					
		Profit Sharing Plan	Oct/81	1	22		3791
IMPERIAL OIL LIMITED	Common A	Robert B Peterson DI	I R				1124
			Oct/81			1024	100
	Common B		I R				772
			Oct/81			758	14
		Savings Plan	I R	1			727
			Oct/81	1		727	---
	Class A	Exxon Corporation B	Oct/81		12900		108885399
INCO LIMITED	Common	L S Driever DISI	Oct/81		100		1180
		Reva Gerstein D	Oct/81		250		250
INDUSMIN LIMITED	Common	Falconbridge Nickel Mines Limited B	Oct/81		19700		827330
INTER-PROVINCIAL DIVERSIFIED HOLDINGS LIMITED	Common	Inter-Provincial Diversified Holdings Limited	Oct/81		11200		
			Oct/81	R		11200	---
INTERNATIONAL BUSINESS MACHINES CORPORATION	Common	Thomas J Watson Jr D	Oct/81	G		200	181134
		Wife	--	1			72138
		Vincent T Learson S	Oct/81			4000	43732
		Wife	--	1			11792

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INTERNORTH, INC	Common	Herbert M Sampson S	---				16126
		Trusteed Investment Plan	Oct/81	1	420		16139
		Stock Ownership Plan	---	1			286
		Stephen M Sawtell S	--				220
		Trusteed Investment Plan	Oct/81	1	119		5252
		Other Indirect	--	1			244
		Samuel F Segnar DS	--				35150
		Trusteed Investment Plan	Oct/81	1	480		12306
		Other Indirect	--	1			6786
		Gordon L Severa S	--				9300
		Trusteed Investment Plan	Oct/81	1	376		13329
		Other Indirect	--	1			6386
		Willis A Strauss DS	--				62942
		Trusteed Investment Plan	Oct/81	1	713		34068
		Other Indirect	--	1			312
		Dale Te Kolste DS	---				7950
		Trusteed Investment Plan	Oct/81	1	331		14535
		Other Indirect	--	1			526
		W G Thompson S	Oct/81				10255
		Trusteed Investment Plan	Oct/81	1	98		2735
		Stock Ownership Plan	Oct/81	1			263
		Dean W Wallace S	Oct/81				2000

			TRANSACTION		ACQUIRED	DISPOSED	HOLDINGS
INTERNORTH, INC (Continued)	Common	Trusteed Investment Plan	Oct/81	1	89		1844
		Employee Stock Ownership Plan	Oct/81	1			187
		James W White S					
		Trusteed Investment Plan	Oct/81	1	122		2843
		Stock Ownership Plan	Oct/81	1			118
		Willis F Ammentorp S					
		Trusteed Investment Plan	Oct/81	1	106		1519
		Stock Ownership Plan	--	1			152
		John R Becraft S	--				15612
		Jointly with wife	--				494
		Trusteed Investment Plan	Oct/81	1	304		8209
		Other Indirect	--	1			1048
		Frederick A Burls S	--				600
		Trusteed Investment Plan	Oct/81	1	97		1165
		Stock Ownership Plan	--	1			178
		Dan L Gardner S	--				3880
		Trusteed Investment Plan	Oct/81	1	250		7390
		Other Indirect	--	1			371
		John M Harding S	--				900
		Trusteed Investment Plan	Oct/81	1	12		705
		Stock Ownership Plan	--	1			131

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INTERNORTH, INC (Continued)	Common	Rocco LoChiano S	--			18360
		Jointly with wife	--			1800
		Jointly with mother	--			1028
		Trusteed Investment Plan	Oct/81 1	320		10013
		Other Indirect	-- 1			327
		George L Mazanec S	--			8260
		Trusteed Investment Plan	Oct/81 1	140		5449
		Other Indirect	-- 1			404
		James M McClymond S	--			12848
		Trusteed Investment Plan	Oct/81 1	90		3272
		Stock Ownership Plan	-- 1			202
		Roy A Meierhenry S	--			3700
		Trusteed Investment Plan	Oct/81 1	200		4982
		Other Indirect	-- 1			1149
INTERPROVINCIAL STEEL AND PIPE CORPORATION LTD	Common	Richey B Love D	Oct/81		50000	785
INVERMERE RESOURCES LTD	Common	York Centre B	Oct/81	89000		748500
	Warrants	Corporation	Oct/81	31250		1131250
INVESTORS GROUP, THE		Walter S Hill S	I R			---
		Paul Desmarais B				
		Power Corp of Canada Ltd	Oct/81 1	10		170644
		Shawinigan Industries Ltd	-- 1			4334566
		Trans-Canada Corp Fund	-- 1			2292656

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INVESTORS GROUP, THE (Continued)	Class A	Power Corp of Canada		Oct/81	1	325		719642
	Common	Shawinigan Industries Ltd		--	1			2249308
		Trans-Canada Corp Fund		--	1			2775208
	Preferred	Power Corp of Canada Ltd		Oct/81	1	25		190520
		Shawinigan Industries Ltd		--	1			538096
		Trans-Canada Corp Fund		--	1			538096
		George L F Riddell	S	I R				---
		David M Schwartz	S	I R				---
IRVCO RESOURCES LTD	Common	Frederick E West	S	Oct/81		2000		13500
ISLAND TELEPHONE COMPANY LIMITED, THE	Common	The Island Telephone Company Limited	S					
		Amended		Aug/81			400	3264
		Donald R Livingstone	S	Oct/81			100	3164
JOHN LABATT LIMITED	Common Class A	J Ortiz-Patino	D	I R				18000
	Common A	J Ortiz-Patino		Oct/81		1900		19000
KELLY, DOUGLAS & COMPANY LIMITED	Class A	Loblaw Companies Limited	B					
		Kelmac Investments Ltd		Oct/81	1	6505		533253
		Edward Douglas Investment Company Limited		--	1			3756855
KERR-McGEE CORPORATION	Common	E L Kennedy*	D	Oct/81	V	20000		40000
		Wife		Oct/81	V1	10000		20000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KERR-McGEE CORPORATION (Continued)	Common	William C Morris	D	Oct/81	V	100		200
		John L Bills	S	Oct/81	V	750		1500
		Trustee		Oct/81	V1	120		240
		Savings Plan		Oct/81	V1	409		818
		Savings Investment Plan		Oct/81	V1	421		843
		Stock Ownership Plan		Oct/81	V1	63		126
		Carter G Dudley	S					
		Savings Investment Plan		Oct/81	V1	263		527
		Stock Ownership Plan		Oct/81	V1	40		80
		Marvin K Hambrick	S	Oct/81	V	1600		3200
		Savings Investment Plan		Oct/81	V1	1223		2447
		Stock Ownership Plan		Oct/81	V1	115		231
		George B Parks	DS	Oct/81	V	13500		27000
		Savings Plan		Oct/81	V1	4464		8928
		Savings Investment Plan		Oct/81	V1	251		502
		Stock Ownership Plan		Oct/81	V1	117		234
		Wife		Oct/81	V1	16		32
		P A Puttroff	S	Oct/81	V	1768		3536
		Savings Investment Plan		Oct/81	V1	329		658

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KERR-McGEE CORPORATION (Continued)	Common	Stock Ownership Plan	Oct/81	V1	70		140
		George B Rice S	Oct/81	V	97		194
		Savings Plan	Oct/81	V1	275		551
		Stock Ownership Plan	Oct/81	V1	64		128
		R D Robins S	Oct/81	V	115		2230
		Savings Plan	Oct/81	V1	1244		2488
		Savings Investment Plan	Oct/81	V1	400		801
		Stock Ownership Plan	Oct/81	V1	60		121
		Thomas B Stephens S					
		Savings Investment Plan	Oct/81	V1	287		575
		Stock Ownership Plan	Oct/81	V1	34		69
		Elizabeth A Zoernig S	Oct/81	V	5417		10834
		Savings Plan	Oct/81	V1	1357		2715
		Savings Investment Plan	Oct/81	V1	289		578
		Stock Ownership Plan	Oct/81	V1	43		86
		William E Heimann S	Oct/81	V	4700		9400
		Savings Plan	Oct/81	V1	313		627
		Savings Investment Plan	Oct/81	V1	640		1280
		Stock Ownership Plan	Oct/81	V1	98		197

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KERR-McGEE CORPORATION (Continued)	Common	Robert S Kerr, Jr D	Oct/81 V	9497		18994
		Trustee	Oct/81 V1	43800		87600
		Wife	Oct/81 V1	60		120
		D A McGee DS Savings Plan	Oct/81 V1	17501		35003
		Savings Investment Plan	Oct/81 V1	1772		3544
		Stock Ownership Plan	Oct/81 V1	121		242
		Self as Trustee	Oct/81 V1	790		1580
		Wife	Oct/81 V1	10671		21342
		Wife as Trustee	Oct/81 V1	12310		24620
		Jere W McKenny DS	Oct/81 V	2100		4200
		Savings Investment Plan	Oct/81 V1	928		1857
		Stock Ownership Plan	Oct/81 V1	111		222
		R C McKiddy, Jr S	Oct/81 V	980		1960
		Savings Plan	Oct/81 V1	801		1603
		Savings Investment Plan	Oct/81 V1	154		309
		Stock Ownership Plan	Oct/81 V1	45		91
LA VERENDRYE MANAGEMENT CORPORATION	Common	Michel Perron D	Dec/80	140		10050
		Somiper Inc	Dec/80 1			412220
		Lise Perron	- 1			12000

				TRANSACTION		ACQUIRED	DISPOSED	HOLDINGS
LA VERENDRYE MANAGEMENT CORPORATION (Continued)	Common "B"	Michel Perron	D	Oct/81		3023		3023
		Somiper Inc		Oct/81	1	158419		158419
	Common "B"	Jean Perron	B					
		Alridan Inc		Oct/81	1	140443		140443
	Common "A"	Normand Perron	B					
		Holding Stempel Inc		I R	1			245344
				I R	1			93862
LAWSON & JONES LIMITED	Class B	Mathew Hutchison	S	I R				12
LEIGH INSTRUMENTS LIMITED	Class 1	Allen Karp	S	Oct/81		11708		20159
		R R S P		Oct/81	1			7900
		R R S P		Oct/81		13292		21743
		Paul C Tennison		Oct/81	1			7900
		Kappa Investments Ltd		Oct/81		44490		47690
				--				20000
	Class 2			Oct/81	1	50510		53710
				--				20000
	Class 1	Farooque Dawood	D					
		Dafina Holdings Limited		Oct/81	1	58539		60539
		441560 Ontario Limited		--	1			43900
	Class 2	Dafina Holdings		Oct/81	1	66461		89661
		441560 Ontario Limited		--	1			43900
	Class 1	Kenneth F Gibson	DS	Oct/81			6000	15020
	Class 2			Oct/81			2000	19020
	Class 1	Beverley Abramson	B	Oct/81			256450	---
	Class 2			Oct/81			256450	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LEIGH INSTRUMENTS LIMITED (Continued)	Class 1	Herbert Abramson	D	Oct/81			15475	2025
		Technifund Inc		Oct/81			191708	---
				Oct/81			15209	2291
		Technifund Inc		Oct/81	1		254708	---
	Class 1	George S McDonell	D	I R				101
	Class 2			I R				101
LENNIE RESOURCES LIMITED	Common	Irving R Picard	DS	Oct/81			10000	13856
		Creative Floralkraft Ltd		Oct/81	1	10000		10000
		Bluebell Enterprises Ltd		--	1			10000
LEVY INDUSTRIES LIMITED	Preferred	Seaway Multi-Corp Limited	B	Oct/81		9500		1252672
LOBLAW COMPANIES LIMITED	Junior Preferred 2nd	Richard J Currie	DS	Oct/81		10000		10000
		Roger A Lindsay D	DISI	Oct/81		1500		1500
		David A Nichol	DS	Oct/81		1500		1500
	Common	W Garfield Weston Foundation	B					
		Amended		-				35000
		Wittington Investments Ltd		Aug/81	1	10000		610000
LUMONICS INC	Common	Douglas C Cameron	DSI	Oct/81	M		280	1720
		RRSP		Oct/81	M1	280		280

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LYNX-CANADA EXPLORATIONS LIMITED	Common	T Peter Matthews	DS	Oct/81			24500	372270
MACMILLAN BLOEDEL LIMITED	Common	James L Miller	SI					
		Employee Stock Purchase Plan		I R	1			558
		Robert E Mitchell	SI	I R				---
		Robert Massicotte	S	I R				196
MAGNA INTERNATIONAL INC	Class "B"	Frank Stronach	DS	Oct/81		2100		866406
		Beechwood Farm Limited		-	1			113367
		Bronze Dolphin Limited		-	1			30000
MAJESTIC WILEY CONTRACTORS LIMITED	Common	Norman A Harrison	S	I R				3000
		Jennifer M C Overend	S	I R				100
MALABAR MINES LTD	Common	Welcome North Mines Ltd	B	Oct/81			12500	387500
MANNVILLE OIL & GAS LTD	Common	Richard Elenko	DS	Sep/81		1000		1500
MARSHALL MINERALS LTD	Common	Raymond Marshall	D	Oct/81			20000	84480
		William J Marshall	D	Oct/81			8000	108150
MARITIME TELEGRAPH AND TELEPHONE, COMPANY LIMITED	Common	Howard B Fuller	D	I R				100
McDONALD'S CORPORATION	Common	Richard J Boylan	DS	Oct/81			17390	1400

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MDS HEALTH GROUP LIMITED	Class C Series 1	Neil M Reid	S					
		434435 Ontario Limited		Oct/81	1	19635		19635
	Class C Series 2			Oct/81	1	2618		2618
MELCOR DEVELOPMENTS LTD	Common	Montreal Trust Company Account No 518700*	B					
		Candou Industries Ltd		I R	1			484625
MERCANTILE BANK OF CANADA, THE	Common	Bernard J Goyette	S	Oct/81		353		7819
		James S Parsons	S	Oct/81		1000		1000
		Employer's Stock Purchase Plan		-	1			300
		Michel Perron	D	Oct/81		4500		16900
		Somiper Inc		Oct/81	1	5000		5000
		Velma M Henderson Stock Purchase & Savings Plan		Oct/81	1	79		718
		Larry Pirnak*	S	Oct/81		148		3276
MERLAND EXPLORATIONS LIMITED	Common	Robert K Dixon*	DS	Oct/81			50654	72374
		Trust		-	1			4324
METALORE RESOURCES LTD	Common	George W Chilian	S	--				160958
		Southern Ontario Natural Gas Limited		Jul/81	1	100		
				Aug/81	1	1000		
				Sept/81		5000		166688
		Trustee		--	1			22500
MICC INVESTMENTS LIMITED	Common	Jock K Finlayson	D	I R				5

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MINERAL RESOURCES INTERNATIONAL LIMITED	Common	John L Gairdner	D	--	1			1214723
		Security Trading Limited		Oct/81		10000		20008
MITEL CORPORATION	Common	Donald C Webster	D					
		Helix Investments Limited		Oct/81			159700	1000000
		Family Trust		Oct/81	1		30000	---
		John T McLennan	S	Jun/81	X	294		47869
		Stock Purchase Plan		-	1			734
				Sep/81			4000	33869
		David M Caughey	S	Nov/80	X	4000		
				Apr/81	X	598		
				Jun/81	X	113		
				Oct/81			600	11791
				-	1			720
MSZ RESOURCES LTD	Warrants	Andrew Sarlos	B	Oct/81			19500	160996
	Common	HCI Holdings Ltd	B	Oct/81	E	109934		
				Oct/81			500000	2838698
		David F Pols	SI	Oct/81			10000	10000
MTS INTERNATIONAL SERVICES INCORPORATED	Common	Ronald W Beck	S	Oct/81			400	---
		In Trust		Oct/81	1		7275	68303
MUNICIPAL SAVINGS & LOAN CORPORATION, THE	Common	Ernest R Alexander	D	Oct/81	E		17680	700
		E R Alexander Construction Co Ltd		Oct/81	E1		29600	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MUNICIPAL SAVINGS & LOAN CORPORATION, THE (Continued)	Common	William K Caldwell D	-			800
		Lind-Cath Holdings Ltd	Oct/81 E1		30163	---
		Douglas B Cherry DS	Oct/81 E		15718	---
		Trustee	Oct/81 E1		16800	700
		C Wallis King D				
		Banscoe Co	Oct/81 E1		750	500
		William J Barker S	Oct/81 E		889	---
		James E Casey DS	Oct/81 E		3570	200
		M L Rotstein DSDISI	Oct/81 E		127	1127
		Municipal Bankers Corporation (1931)	Oct/81 E1		466997	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABU MANUFACTURING CORPORATION	Common	Frank E Holmes S				
		Canada Trust Company	I R 1			4790
		Chung Y Kong S				
		Canada Trust Company	I R 1			22320
	Preference		I R 1			16032
	Common	James H Ting S				
		Canada Trust Company	I R 1			33480
	Preference		I R 1			24048
	Common	John B Kelly DSB				
		Canada Trust Company	I R 1			273095
		Lawrence P Kelly S				
		Canada Trust Company	I R 1			15500
		Robert J Redmond D				
		Canada Trust Company	I R 1			106500
		John Bobak S				
		Canada Trust Company	I R 1			88000
		Michael G Doyle S				
		Canada Trust Company	I R 1			88000
NATIONAL BANK OF CANADA	Common	Denis Mathieu S	Sept/81	351		365
NEOMAR RESOURCES LIMITED	Common	Robert D Sherman S	Oct/81	600		5100
NEW PROVIDENCE DEVELOPMENT COMPANY LIMTIED	Common	Edward P Taylor DSB	Oct/81		12696376	---
		Gay West S A B	Oct/81	12696376		12696376

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NEW QUEBEC RAGLAN MINES LIMITED	Common	Falconbridge Nickel Mines Limited B	Oct/81	21278		
			Oct/81 G	21277		1902669
		Bilson Quebec Mines Limited	--			3466859
NEW REDWOOD GOLD MINES LIMITED	Common	George F Ross BS				
		Ross Resources Group Limited BS	--			600000
			Nov/81 1	100000		100000
		Mrs. Ross	-- 1			100000
NEW TEXMONT EXPLORATIONS LTD	Common	Michael Osborne S	Oct/81	9000		17287
NEW YORK OILS LIMITED	Common	Brian S Ekstrom DSB	I R			100
			Oct/81	1154442		1154542
NEWFOUNDLAND CAPITAL CORP LTD	Common A	Seymour Schulich DS				
		Nevada Capital Corp Ltd	Oct/81 1		7000	13666
	Common B		Oct/81 1	8000		90666
NEWFOUNDLAND LIGHT & POWER CO LIMITED	Common	David S Templeton Family	Sept/81	58		6245
			Jun/81 1	23		
			Sept/81 1	77		1129
	Preferred		Oct/81 1	1000		1000
NORANDA MINES LIMITED	Common	Henry V Thomson S	Oct/81 E		716	4464
		Alfred Powis DS	Oct/81 E		7317	43237
		Robert P Riggin* S	Oct/81 E		2298	13752
		Gordon H Montgomery S	Sept/81		2505	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORBASKA MINES LIMITED	Common	Robert G McKinney	D	I R			1000
NORCEN ENERGY RESOURCES LIMITED	Jr. Preferred	Paul H Palmer	S	Aug/81	6022		6022
		Edward G Battle	DS	Aug/81	16562		16562
		William T Kilbourne	S	Aug/81	6022		6022
		Barry D Cochrane	S	Aug/81	7227		7227
		Wilfrid A Loucks	S	Aug/81	6022		6022
		Austin P Rathke	DI	Aug/81	4818		4818
		Arthur L Wood	S	Aug/81	6022		6022
NORMAN MINES LTD	Common	Keith J Norman	DS	I R			5000
		Norman International	B	I R			1658468
NORMICK PERRON INC	Common	Normand Biron	S	1981	400		
				Oct/81 E		1314	3486
		Jean Perron	DSB	Oct/81 E		122000	---
		Abinor Inc		Oct/81 E1		185091	814909
		Michel Perron	DSB	Oct/81 E		122000	---
		Holding Norep Inc		Oct/81 E1		185091	814909
		Normand Perron	DSB	Oct/81 E		122000	---
		Holding Resnor Inc		Oct/81 E1		185092	814908
		Marc Lavigne	S	Sept/81	180		
				Oct/81		3335	8870

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORTHERN AND CENTRAL GAS CORPORATION LIMITED	Preference B	Norcen Energy Resources Limited	B	Oct/81	R		1329	105590
NORTHERN TELECOM LIMITED	Common	Daniel E Sullivan	S	I R				---
NOVA AN ALBERTA CORPORATION	Common	Sidney R Blair	S	Nov/81			80000	100000
NOVA SCOTIA SAVINGS AND LOAN CO	Debenture	Arthur R Harrington	D	Oct/81		$15602		$15602
NU-WEST GROUP LIMITED	Class C N V	Ernest A Chillack	SI	Oct/81			500	1750
		Profit Sharing Plan		--	1			148
	Class A Common	Nu-West Group Limited		Oct/81		50000		
				Oct/81	R		50000	---
	Series A Pref	Nu-West Group Limited		Oct/81		2400		
				Oct/81	R		2400	---
	Series B Pref	Nu-West Group Limited		Oct/81		1000		
				Oct/81	R		1000	---
	Series C Pref	Nu-West Group Limited		Oct/81		1000		
				Oct/81	R		1000	---
	Series B Debenture	Nu-West Group Limited		Oct/81		$50000		
				Oct/81	R		$50000	---
	Series E Debenture	Nu West Group Limited		Oct/81		$1000		
				Oct/81	R		$1000	---
	Series F Debenture	Nu-West Group Limited		Oct/81		$291000		
				Oct/81	R		$291000	---
NUINSCO RESOURCES LIMITED	Common	George F Archibald	DS	Oct/81	E	7500		301519
		James Wilson	DS	Oct/81	E	10000		62505
		H Douglas Hume	S	Oct/81	E	49208		530293

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NUMAC OIL & GAS LTD	Common	C R S Montgomery S	Oct/81			2000	
			Nov/81			1500	5390
		C E C Investments Ltd	--	1			50000
OCCIDENTAL PETROLEUM CORPORATION	Common	Jerrold L Schecter S	--				302
		Thrift Plan	Oct/81	1		500	1657
ODYSSEY INDUSTRIES INCORPORATED	Common	Alton M Adams DISI	Oct/81		900		
			Nov/81		300		51200
OLD CANADA INVESTMENT CORP LTD	Common	David M Woods D	May/81		1600		
			Jun/81			10000	
			Aug/81	T	2200		121168
OMEGA HYDROCARBONS LTD	Common	Thomas J Hall DS	Oct/81		8100		950140
		Alberta Gas Products System Ltd	--	1			552880
		New North Oil & Gas Ltd	--	1			61400
OPAWICA EXPLORATIONS INC	Common	David J Foster B					
		Randall-Shawn Investments Limited	Oct/81	1	1000		33800
		Durham Securities Corporation Limited	--	1			165000
OPI LTD	Common	Glen W Davis DS K					
		N M Davis Corporation Limited	Oct/81	1	225160		225160
		Inter-City Truck Lines (Canada) Inc	--	1			3469878

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OPI LTD (continued)	Common	Barron Kidd	S	Oct/81			114534	5700
		B Ulmer Kidd	D	Oct/81			119366	5560
		L C Garries*	D	Nov/81			300	53700
POP SHOPPES INTERNATIONAL INC	Common	William C Bertelsen	S	I R				12500
		Arthur J Hodges	S	I R				12500
		Douglas W Robb	S	I R				1000
POWER CORPORATION OF CANADA	Common	David M Schwartz	SI	I R				---
PRINCIPAL VENTURE FUND LTD	Common	Virginia Nicholson	DS	I R				---
PROVIGO INC	Common	Kenneth W Quinn	D DISI	Oct/81			400	19200
		Wife		--	1			3400
PUBLIC STORAGE CANADIAN PROPERTIES II	Units	444112 Ontario Inc	B	Nov/81			168000	100000
RANCHMEN'S RESOURCES (1976) LTD	Preferred	Carman Byler	D	Oct/81		100		1600
RIVERSIDE YARNS LIMITED	Common	Abe Gold	DS	Oct/81			33	2
		Montor Management Ltd		--	1			45281
ROCKWELL INTERNATIONAL CORPORATION	Common	Willard Rockwell Jr	D	--				187603
		Associates		Oct/81	1		25667	1038542
ROGERS CABLESYSTEMS INC	Class A	Bartlett Rombough	D	Oct/81		100		100
RONALDS-FEDERATED LIMITED	Common	Tele-Direct Ltd	B	Jun/81		214		869998

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROYAL BANK OF CANADA THE	Common	Hugh C Stewart	S	I R				1374
RUPERTSLAND RESOURCES CO LTD	Common	Theodore S Lynn	D					
		Amended		Aug/81		1000		2000
SCEPTRE RESOURCES LIMITED	Series A Pref	Richard A Gusella	DS	1981		302		9000
		Wife		--	1			1000
SCINTILORE EXPLORATIONS LIMITED	Common	Newlore Investments Ltd	B	Oct/81			6000	33200
		Gilles Dubuc	D	Oct/81			6500	261800
SHELL OIL COMPANY	Common	Robert H Nanz	S	Oct/81			400	9200
SHEPHERD PRODUCTS LIMITED	Common	Shepherd Products Limited		Oct/81		6100		
				Oct/81	R		6100	---
SILVER EUREKA CORPORATION	Common	Consolidated Professor Mines Limited	B	Jul/81		10000		815390
SPRUCE FALLS POWER AND PAPER COMPANY, LIMITED	9 1/4% Series A Deb	Spruce Falls Power and Paper Company Limited		Oct/81		451000		
				Oct/81	R		451000	---
STANDARD TRUSTCO LIMITED	Common	Denison Mines Limited	B					
		Dividend Re-Investment Program		Oct/81	1	4467		285209
		Paul A Kates	D	Oct/81		7		
				Oct/81	F	110		558

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STANDARD TRUSTCO LIMITED (continued)	Common	Pual A Kates Dividend Reinvestment and Share Purchase Plan		Oct/81	1	2		169
		Jouh Kostuik	DI	Oct/81		36		2342
		Kathleen Mawson	S	Oct/81		4		296
		RRSP		Oct/81	1	1		98
		E Bruce McConkey	D	Oct/81		11		757
		Edward T Mulkins	SI					
		RRSP		Nov/81		5		25
		Brian R O'Malley	DS	--				2957
		RRSP		Oct/81	1	4		317
		Wesley D Thompson	D	Oct/81		22		1430
		James Wood	S	Oct/81		10		10
		RRSP		--	1			58
		Donald H Koyl	D	Oct/81		102		6566
STELCO INC	Series A	William F McLean	D	--				100
	Series B	Whitmac Holdings Limited		1981	1	283		5283
STRATHCONA RESOURCES INDUSTRIES LTD	Common	Cancom Equity Fund/ Cancom Management Limited		Oct/81		15000		250000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STUART HOUSE INTERNATIONAL LIMITED	Common	Bill Harding	DSB	--				100
		Deferred Profit Sharing Paln		1981	1	460		12700
SYDNEY DEVELOPMENT CORPORATION	Common	Geoffrey D Pidduck	S	I R				1000
	Warrants			I R				2000
	Common	Mervin H Richter	D	I R				49410
		Nominee		I R	1			115290
	Rights	Mervin H Richter		I R				49410
		Nominee		I R	1			115290
	Common	T Tryon M Williams	DSB	I R				489600
		RRSP		I R	1			29500
		David F Andrews	D	I R				---
		Merilyn J Andrews		I R				3800
		Graeme S Balcom	S	I R	1			67535
	Warrants	Harmattan International Consulting Ltd		I R				2600
	Common	John S Chapman	S	I R				25992
		John S Chapman & Assoc Ltd		I R	1			17077
TECK CORPORATION	Class B Common	Copperfields Mining Corporation	B	Oct/81		1800		2513915
TELE CAPITALE LTEE	Class A Common	Michel Baribeau	D	Oct/81			211	---
		Baribeau & Fils Inc		Oct/81	1		359843	---
	Class B Common	Michel Baribeau		Oct/81			10	---
		Baribeau & Fils Inc		Oct/81	1		49258	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TEMAGAMI OIL & GAS LTD	Common	Andrew Sarlos DS DISI						
		HCI Holdings		Oct/81		53000		875000
		Donbarn		--	1			75000
TENNECO INC	Common	S F Allison	S	--				9745
		Thrift Plan		Oct/81	1	109		12004
		H E Daniels	S	--				100
		Thrift Plan		Oct/81	1	32		3368
		Vincent F Ewell Jr	S					
		Thrift Plan		Oct/81	1	37		1836
		M W Meyer	S					
		Thrift Plan		Oct/81	1	37		4453
		Kenneth L Otto	S					
		Thrift Plan		Oct/81	1	12		243
		Richard A Robinson	S	--				362
		Wife		--	1			300
		Thrift Plan		Oct/81	1	40		2358
		Walter W Sapp	S					
		Thrift Plan		Oct/81	1	22		1002
		Byron Tunnell	S	--				1000
		Thrift Plan		Oct/81	1	28		1592
		James K Ashford	S	--				2500
		Thrift Plan		Oct/81	1	62		6226
		William M Carpenter	S	--				4000
		Thrift Plan		Oct/81	1	49		7004
		Joe B Foster	S	--				2273
		Thrift Plan		Oct/81	1	95		6370

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TENNECO INC (continued)	Common	James L Ketelsen	DS	--				19500
		Thrift Plan		Oct/81	1	118		5346
		William H Sitter	S					
		Thrift Plan		Oct/81	1	33		1164
TERRY GOLD EXPLORATIONS INC	Common	Hugh G Harper	DSB	Nov/81		40000		40001
		John T Tokarsky	DSB	Nov/81		40000		40001
TRANSALTA UTILITIES CORPORATION	Class A Common	Walter J McCarthy	D	Sept/81		63		
				Oct/81		54		603
		Francis A R McKinnon	S	1981		41		
				Oct/81		56		1013
		RRSP		1981	1	60		1052
	Common	Thomas S Dobson	D	Oct/81	F	82		
				Oct/81		3		726
TRANSCONTINENTAL RESOURCES LIMITED	Common	Doris E Magee	D	I R				2000
		Husband		I R	1			2000
TRU-WALL GROUP LIMITED	Common	Leonard A Ursini	DS	--				19191
				--	1			65000
		Ursini Bros Limited		Sept/81	1	300		
				Oct/81	1	600		85724
		Maurice M Ursini	DS	--				7745
		Ursini Bros Limited		Sept/81	1	300		
				Oct/81	1	600		85725
TWIN GOLD MINES LTD	Common	Gildas L Molgat	D	I R				1000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TWIN RICHFIELD OILS LTD	Class A	West-Can Resource Finance Corporation Ltd	B	Oct/81			7800	578199
	Class B			Oct/81			14200	559599
UNICAN SECURITY SYSTEMS LTD	Common	Unican Security Systems		Oct/81		7600		148180
UNITED ASBESTOS INC	Common	Campbell Resources Inc	B	Sept/81		29600		
				Oct/81		46900		1400000
UNITED WESTBURNE INDUSTRIES LIMITED	Common	Francis R Matthews	D	Oct/81	V	40		50
		Desmond N Stoker	D	Oct/81	V	510		2550
		Hamel Gilles	S	Oct/81		2250		
				Oct/81	V	9000		11250
		John A Scrymgeour	D	Oct/81	V	40		50
		James L Thompson	DS	Oct/81	V	20		25
		Hyman W Terk	S	I R				500
				Oct/81	V	2000		2500
		D W Westcott	S	Oct/81	V	40		50
		Sam Abramovitch	DS	Oct/81	V	640		800
		William M Booth Jr	D	Oct/81	V	20		25
WAJAX LIMITED	Series A Pref	Gowan T Guest Family Trust	D	Oct/81	1	2300		3500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WESTCOAST PETROLEUM LTD	Common	Peter J Ramsay	S					
		RRSP		Oct/81	1		200	150
WHARF RESOURCES LIMITED	Common	Lloyd D Driscoll	S	Oct/81			25500	101800
WILLROY MINES LIMITED	Common	John C L Allen	DI	Oct/81		1000		
				Oct/81			1000	---
WORLDWIDE ENERGY CORPORATION	Common	William C Jones III	D	Oct/81	1		5000	56697
ZONE RESOURCES LIMITED	Common	Fred Munger	S	I R				1

NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20 (AND ITS PREDECESSOR) UNDER THE SECURITIES ACT 1978

Transaction Date	Purchaser	Security	Price	Amount
Nov. 2, 1981*	Dofasco Inc.	Aberford Resources Ltd. - common shares and class "A" warrants	$ 8.00	625,000 shrs 625,000 wts
Sep. 8, 1981	Donald S. Arnott	Hyperion Film Production and Distribution Company Limited	10,000.00	1 unit
Sep. 29, 1981	William A. Szego	Units "	10,000.00	5 units
Sep. 30, 1981	George G. Deratnay	"	10,000.00	1 unit
Oct. 1, 1981	Wayne J. White	"	10,000.00	3 units
Oct. 5, 1981	Onagh M. Ash	"	10,000.00	1 unit
Oct. 8, 1981	David I. Johnston	"	10,000.00	1 "
Oct. 19, 1981	John G. Pozhke	"	10,000.00	4 units
Oct. 20, 1981	Glenn Johnson	"	10,000.00	1 unit
Oct. 30, 1981	Hersh Goldin	"	10,000.00	3 units
Sep. 30, 1981	Stanford Resources Limited	Newport Petroleums Ltd. - common shares	6.00	1,200,000 shrs
Sep. 30, 1981	"	Newport Petroleums Ltd. - series "B" debentures	1,000.00	3,000 debs
Nov. 12, 1981	Stephen Hart Freedhoff	Kids Records #1 - units	10,000.00	2 units
Nov. 12, 1981	Peter Gordon Dorman	"	10,000.00	1 unit
Nov. 12, 1981	Edward Nathan Levitt	"	10,000.00	1 "
Nov. 12, 1981	Irving Rother	"	10,000.00	1 "
Nov. 12, 1981	Allan Sharp	"	10,000.00	1 "
Nov. 12, 1981	Daniel Mitchell Goldberg	"	10,000.00	1 "

* Report improperly filed

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 12, 1981	Saul Alter	Kids Records #1-units $	10,000.00	1 unit
Oct. 30, 1981	David C. Cleland	An Evening at the Improv - units	16,908.00	1 "
Oct. 30, 1981	John A. Powell	"	16,908.00	3 units
Oct. 30, 1981	E. P. Cannon	"	16,908.00	3 "
Oct. 30, 1981	W. David Wrench	"	16,908.00	2 "
Oct. 30, 1981	A. R. Murrich	"	16,908.00	2 "
Oct. 30, 1981	Gene R. Laykish	"	16,908.00	1 unit
Oct. 30, 1981	John A. Hall	"	16,908.00	2 units
Oct. 30, 1981	Gordon J. Lucas	"	16,908.00	2 "
Oct. 30, 1981	John G. Davis	"	16,908.00	2 units
Oct. 30, 1981	Russell M.Baranowski	"	16,908.00	1 unit
Oct. 30, 1981	H. John Stollery	"	16,908.00	1 "
Oct. 30, 1981	Edward R. Hastie	"	16,908.00	1 "
Oct. 30, 1981	A. William Breck	"	16,908.00	1 "
Oct. 30, 1981	Dr. Claus Wagner-Bartak	"	16,908.00	1 "
Oct. 30, 1981	William Blair	"	16,908.00	2 units
Oct. 30, 1981	Edna F. Blair	"	16,908.00	1 unit
Oct. 30, 1981	Paul Gordon	"	16,908.00	1 "
Oct. 30, 1981	B. E. Harnett	"	16,908.00	2 units
Oct. 30, 1981	E. M. Lane	"	16,908.00	2 "
Oct. 30, 1981	David A. Barbour	"	16,908.00	1 unit
Oct. 30, 1981	Vernon D.E. Short	"	16,908.00	1 "
Oct. 30, 1981	Vernon Alan Zelmer	"	16,908.00	3 units
Oct. 30, 1981	Anders O.Kullgren	"	16,908.00	1 unit

Continued

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981	A. William Breck	An Evening at the Improv - units	$ 16,908.00	1 unit
Oct. 30, 1981	William T. Heaslip	"	16,908.00	1 "
Oct. 30, 1981	James T. Lindores	"	16,908.00	1 "
Oct. 30, 1981	Douglas B. Harper	"	16,908.00	4 units
Oct. 30, 1981	Kenneth W. Shephert	"	16,908.00	1 unit
Oct. 30, 1981	John J. Cassidy	"	16,908.00	2 units
Oct. 30, 1981	Robert A.L. Davidson	"	16,908.00	2 "
Oct. 30, 1981	Paul C. Carder	"	16,908.00	1 unit
Oct. 31, 1981	Michael Goldberg	Management and Communications-units	22,500.00	½ "
Oct. 31, 1981	Alan S. Price	"	22,500.00	½ "
Oct. 31, 1981	Terrance Witzu	"	45,000.00	1 "
Mar. 12, 1981	Darnings Investments Limited	Genesis 1981 Limited Partnership - units	25,000.00	4 units
Mar. 12, 1981	Esmerelda Resources Limited	"	25,000.00	4 "
Nov. 2, 1981	Robert Turnbull Holdings Limited	Haley Ind. Ltd. - common shares	6.50	438,000 shrs
Nov. 2, 1981	Barr-McCrae Consultants Ltd.	"	6.50	876,000 "
Nov. 13, 1981	Plessey Executive Pension Fund	Scintrex Ltd. - common shares	10.00	15,000 shrs
Nov. 13, 1981	Westland Staff Pension Scheme	"	10.00	10,000 "
Nov. 13, 1981	West Works Pension Scheme	"	10.00	10,000 "
Nov. 13, 1981	Thomas Tilling Pension Trust Co.Ltd.	"	10.00	15,000.00

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 1, 1981	Vernell Lindeburg	Zephyr Resources Ltd. - common shares	$ 5.10	234,888 shrs
Nov. 1, 1981	Kingsrow Resources Ltd.	"	5.10	201,414 "
Nov. 1, 1981	Kenneth M.Stephenson	"	5.10	38,191 "
Nov. 1, 1981	John G. McManus, In Trust	"	5.10	48,124 "
Nov. 1, 1981	John G. McManus	"	5.10	165,612 "
Nov. 1, 1981	Peter J. Aubry	"	5.10	61,617 "
Nov. 1, 1981	Albert J. Davis	"	5.10	44,394 "
Ncv. 1, 1981	Valonia Gardens Ltd.	"	5.10	31,122 "
Nov. 1, 1981	Joseph S. Fusco	"	5.10	129,151 "
Nov. 1, 1981	Anthony Fusco	"	5.10	129,151 "
Nov. 1, 1981	Robert J. Craig	"	5.10	87,302 "
Nov. 1, 1981	Kuzmas Limited	"	5.10	62,627 "
Nov. 1, 1981	Stanley Kuzmas	"	5.10	21,427 "
Nov. 1, 1981	Petco	"	5.10	21,427 "
Nov. 1, 1981	Alpeco Resources Ltd.	"	5.10	40,583 "
Nov. 1, 1981	RDC Enterprises	"	5.10	21,427 "
Nov. 1, 1981	Colin Webster	"	5.10	73,582 "
Nov. 1, 1981	Lorne Webster	"	5.10	10,714 "
Nov. 1, 1981	Donald Webster	"	5.10	115,945 "
Nov. 1, 1981	Albert Merlo	"	5.10	368,591 "
Nov. 1, 1981	Peter Farlinger	"	5.10	96,736 "
Nov. 1, 1981	Northern Geophysical (1975) Ltd.	"	5.10	701,046 "
Nov. 1, 1981	Maher Ishak	"	5.10	30,798 "

Transaction Date	Purchaser	Security	Price	Amount
Nov. 1, 1981	Michael Neal	Zephyr Resources Ltd. - common shares	$ 5.10	12,606 shrs
Nov. 1, 1981	Kenneth Soehner	"	5.10	6,303 "
Nov. 1, 1981	Peter Simpson	"	5.10	6,261 "
Nov. 1, 1981	William Simpson	"	5.10	6,303 "
Nov. 1, 1981	Costrom Limited	"	5.10	449,134 "
Nov. 1, 1981	Bayern Holdings Ltd.	"	5.10	28,389 "
Nov. 1, 1981	Leo Constructing (1975) Ltd.	"	5.10	47,730 "
Nov. 1, 1981	Andre F. Ucci	"	5.10	114,024 "
Nov. 1, 1981	Anrold Jeffery	"	5.10	21,427 "
Nov. 1, 1981	John Matz, Trustee	"	5.10	5,329 "
Nov. 1, 1981	Ritz Peterson, "	"	5.10	5,329 "
Nov. 1, 1981	Seisform Drilling (1977) Ltd.	"	5.10	91,621 "
Nov. 1, 1981	H. Denham	"	5.10	42,621 "
Nov. 1, 1981	Hebeross Investments	"	5.10	21,427 "
Nov. 1, 1981	Eric Rankine	"	5.10	21,427
Nov. 1, 1981	Neil Gearhart	"	5.10	21,427 "
Nov. 1, 1981	C.I.D.L. Projects Ltd.	"	5.10	98,950 "
Nov. 1, 1981	McClocklin Resources Ltd.	"	5.10	21,427 "
Nov. 1, 1981	Walwyn Stodgell Cochran Murray Ltd.	"	5.10	48,659 "
Nov. 1, 1981	Micheal St. B.Harrison	"	5.10	62,914 "
Nov. 1, 1981	George Hunerfauth	"	5.10	21,427 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 1, 1981	Sidney Fromer	Zephyr Resources Ltd. - common shares	$ 5.10	62,915 shrs
Nov. 1, 1981	Goodman & Goodman P. Swartz, Trustee	"	5.10	68,347 "
Oct. 30, 1981	Dr. Roman Borsch	Tugboat (1981) Drilling Program-units	25,000.00	1 unit
Oct. 30, 1981	Dr. Glen A.McDonald	"	25,000.00	1 "
Oct. 30, 1981	Mr. Peter Heyland	"	25,000.00	2 units
Oct. 30, 1981	Dr. G. McCain	"	25,000.00	3 "
Oct. 30, 1981	Mr. Robert W.Henry	"	25,000.00	2 "
Oct. 30, 1981	Mr. Jack Korpeta	"	25,000.00	1 unit
Oct. 30, 1981	Dr. T.W. Barrington	"	25,000.00	1 "
Oct. 30, 1981	Mr. David C. Turner	"	25,000.00	1 "
Oct. 30, 1981	Dr. Mario C. Chui	"	25,000.00	1 "
Oct. 30, 1981	Mr. Dennis Mizel	"	25,000.00	1 "
Oct. 30, 1981	Dr. Graeme J.Taylor	"	25,000.00	1 "
Oct. 30, 1981	Mr. Robert Kidd	"	25,000.00	1 "
Oct. 30, 1981	Mr. James Slater	"	25,000.00	2 units
Oct. 30, 1981	Dr. Peter E. Willson	"	25,000.00	1 unit
Oct. 30, 1981	Ms. Joan A. Farlinger	"	25,000.00	1 "
Oct. 30, 1981	Mr. Bruce L. Bird	"	25,000.00	3 units
Oct. 30, 1981	Mr. David J.Sieniewicz	"	25,000.00	2 "
Oct. 30, 1981	Dr. R.W. McCallum	"	25,000.00	1 unit
Oct. 30, 1981	Mr. J. Mollenhauer	"	25,000.00	4 units
Oct. 30, 1981	Mr. G.L. Mollenhauer	"	25,000.00	1 unit
Oct. 30, 1981	Dr. Gabriel Cooke	"	25,000.00	2 units

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981	Mr. Charles R.Palmer	Tugboat (1981) Drilling Program-units	$ 25,000.00	1 unit
Oct. 30, 1981	Mr. Wayne J.Nicholson	"	25,000.00	1 "
Oct. 30, 1981	Mr. Edward H.Simmons	"	25,000.00	1 "
Oct. 30, 1981	Dr. Charles Gonsalves	"	25,000.00	1 "
Oct. 30, 1981	Houkin Management Inc.	"	25,000.00	1 "
Oct. 30, 1981	Mr. Peter Thomas	"	25,000.00	1 "
Oct. 30, 1981	Mr. Warren Bryce	"	25,000.00	2 units
Oct. 30, 1981	Dr. John G. Evans	"	25,000.00	1 unit
Oct. 30, 1981	Dr. Stanley S.Smith	"	25,000.00	2 units
Oct. 30, 1981	Howellen Investments Ltd.	Wall Street Traders International S.A. - common shares	10.00	25,000 shrs
Oct. 30, 1981	Jaysar Equities Ltd.	"	10.00	25,000 "
Oct. 30, 1981	Jack Wynberg	The Table Settings Co. interest in Limited Partnership	2,500.00	1 unit
Oct. 30, 1981	Morris Wilson	"	2,500.00	1 "
Oct. 30, 1981	Jerry Friedman	"	2,500.00	1 "
Oct. 30, 1981	Milton Winberg	"	2,500.00	1 "
Oct. 30, 1981	Bill Rotenberg	"	2,500.00	½ "
Oct. 30, 1981	Sam Seligman	"	2,500.00	½ "
Oct. 30, 1981	Murray Koffler	"	2,500.00	1 "
Oct. 30, 1981	Alan Winberg	"	2,500.00	1 "
Oct. 30, 1981	Thrush Inc.	"	2,500.00	1 "
Oct. 30, 1981	Cary Solomon	"	2,500.00	1 "
Oct. 30, 1981	268401 Ontario Ltd.	"	2,500.00	1 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981	United Income	The Table Settings Co.$ interest in Limited Partnership	2,500.00	2 units
Oct. 30, 1981	Devmill Holdings Ltd.	"	2,500.00	1 unit
Oct. 30, 1981	Samuel Winberg	"	2,500.00	1 "
Oct. 30, 1981	Brideen Investments	"	2,500.00	1/5 unit
Oct. 30, 1981	Norine Daniels	"	2,500.00	1/5 "
Oct. 30, 1981	Mel Katz	"	2,500.00	1/5 "
Oct. 30, 1981	Manny Elkind	"	2,500.00	1 unit
Oct. 30, 1981	Bert Winberg	"	2,500.00	2 units
Oct. 30, 1981	Ralph Halbert	"	2,500.00	1 unit
Oct. 30, 1981	Marilyn Winberg	"	2,500.00	2/5 "
Oct. 30, 1981	Fife Investments Ltd.	"	2,500.00	1 "
Nov. 13, 1981		Pitney Bowes of Canada Ltd. - promissory notes due November 9, 1981	1,500,000.00	$ 1,500,000.00
Nov. 13, 1981	Midland Bank Canada	"	500,000.00	500,000.00
Nov. 5, 1981	Windsweep Farm (1965) Limited	Precambrian Shield Resources Limited - common shares	5.50	1,000,000.00

FORM 21 (AND ITS PREDECESSOR) - RESALE OF SECURITIES

Date of Resale	Date of Original Purchase	Seller	Security	Price	Amount
Nov. 3, 1981	March 3, 1980	Eboo, N.V.	Coniagas Mines Ltd. - common shares	$ 1.0707	100,000 shrs

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
Robert E. Budai	G & B Automated Equipment Limited	272,569 shrs

TAKE-OVER BIDS, ISSUER BIDS

SECOND OFFER

MARSHALL STEEL LTD.
(OFFEROR)

DRUMMOND McCALL INC.
(OFFEREE)

CONTINUOUS DISCLOSURE FILINGS

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A	ANNUAL FINANCIAL STATEMENTS
B	INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
C	INTERIM FINANCIAL STATEMENTS
D	TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
E	OTHER REPORTS
F	REPORT OF MATERIAL CHANGE (FORM 27)

ACKLANDS LIMITED	C
ACTION TRADERS INC.	C
ADVANCE MURGOR EXPLORATIONS LIMITED	E
AGASSIZ RESOURCES LTD.	E
ALBANY OIL & GAS LIMITED	C
ALGOMA STEEL CORPORATION LIMITED, THE	C E
ALLIED CORPORATION	C
AMERICAN QUASAR PETROLEUM CO.	E
AMTELECOM INC.	A B
ASAMERA INC.	E
ATCO LTD.	E
ATLANTIC RICHFIELD COMPANY	C
BANISTER CONTINENTAL LTD.	E
BANK OF BRITISH COLUMBIA	E
BANK OF MONTREAL	E
BANNER PORCUPINE MINES LIMITED	C
BASIC RESOURCES INTERNATIONAL S.A.	E
BATON BROADCASTING INCORPORATED	C
BELL CANADA	E
BLAKE RESOURCES LTD.	E
BONANZA OIL & GAS LTD.	A B C E
BOW VALLEY INDUSTRIES LTD.	C E
BOW VALLEY RESOURCE SERVICES LTD.	E F
BRALORNE RESOURCES LIMITED	C
BRITISH COLUMBIA PACKERS LIMITED	C
BRITISH PETROLEUM COMPANY LIMITED	E
BROULAN REEF MINES LIMITED	C
BRUNSWICK MINING AND SMELTING CORPORATION LIMITED	E
C & C YACHTS LIMITED	E
CAE INDUSTRIES LTD.	C
CAMPBELL RESOURCES INC.	E
CANADA CEMENT LAFARGE LTD.	E
CANADA DEVELOPMENT CORPORATION	E
CANADA NORTHWEST LAND LIMITED	E
CANADA PACKERS INC.	C
CANADA SOUTHERN PETROLEUMS LTD.	C E
CANADA TRUST COMPANY INVESTMENT FUND, THE	F
CANADIAN GENERAL ELECTRIC COMPANY LIMITED	C
CANADIAN GENERAL INVESTMENTS LIMITED	C

CANADIAN MARCONI COMPANY	E
CANADIAN OCCIDENTAL PETROLEUM LTD.	C
CANADIAN PACIFIC ENTERPRISES LIMITED	E
CANADIAN PACIFIC LIMITED	E
CANADIAN REALTY INVESTORS	E F
CANADIAN UTILITIES LIMITED	E
CANNON MINES LIMITED	C
CARLING O'KEEFE LIMITED	C
CARMA LTD.	E
CARTIER RESOURCES INC.	E
CARVERN INTERNATIONAL INDUSTRIES LTD.	C
CELANESE CANADA INC.	E
CENTRAL PATRICIA LIMITED	E
CENTURY ENERGY CORP. LTD.	C
CHANGLING, THE	C
CHARRIOT RESOURCES LTD.	E F
CHEROKEE RESOURCES LIMITED	A B C
CHESS-CLARION 1980-81 EXPLORATION PROGRAM	E
CHIEFTAIN DEVELOPMENT CO. LTD.	E
COMAC COMMUNICATIONS LIMITED	C
COMINCO LTD.	C E
COMTECH GROUP INTERNATIONAL LIMITED	B
CONDUITS-AMHERST LIMITED	E
CONSOLIDATED BATHURST INC.	E
CONSOLIDATED COMPUTER INC.	B
CONSOLIDATED DURHAM MINES AND RESOURCES LIMITED	E
CONSOLIDATED IMPERIAL RESOURCES LIMITED	F
CONSOLIDATED PIPE LINES COMPANY	E
CONWEST EXPLORATION COMPANY LIMITED	E
COPP CLARK LIMITED	E
CORBY DISTILLERIES LIMITED	A
CORPORATION FALCONBRIDGE COPPER	C
COSEKA RESOURCES LIMITED	B
CROWN LIFE INSURANCE COMPANY	B C E
DAON DEVELOPMENT CORPORATION	E
DART & KRAFT, INC.	E
DIRTY TRICKS	C
DOFASCO INC.	E
DOMAN INDUSTRIES LIMITED	C
DOME PETROLEUM LIMITED	E
DOMINION AND ANGLO INVESTMENT CORPORATION LIMITED	C
DOMINION-SCOTTISH INVESTMENTS LTD.	A B
DOMINION TEXTILE INC.	C
DORSET RESOURCES LTD.	E F
DOW CHEMICAL COMPANY, THE	C
DRUMMOND, MCCALL INC.	C E
DRUMMOND PETROLEUM LTD.	C E
E-L FINANCIAL CORPORATION LIMITED	C
EAST SULLIVAN MINES LTD.	A B
ELECTROHOME LIMITED	C
EVERGREEN ENERGY RESOURCES LTD.	E
EXROY RESOURCES LTD.	C E
FATHOM OCEANOLOGY LIMITED	E
FEDERAL INDUSTRIES LIMITED	C
FIRAN-GLENDALE CORPORATION	E
FIRST MARITIME MINING CORPORATION LIMITED	C
FRANCANA OIL & GAS LTD.	E

FRASER INC.	C
FISHER OIL & GAS CORPORATION	E
G & B AUTOMATED EQUIPMENT LIMITED	E F
GALVESTON PETROLEUMS LTD.	B
GASCOME OILS LTD.	C
GAZ METROPOLITAN, INC.	C
GENERAL HYDROCARBONS LIMITED	C
GENSTAR CORPORATION	E
GEORGE WESTON LIMITED	C
GETTY OIL COMPANY	E
GIANT YELLOWKNIFE MINES LIMITED	E
GOWGANDA SILVER MINES LIMITED	B
GREAT NORTHERN FINANCIAL CORPORATION	E
GUARDIAN CAPITAL GROUP LIMITED	C
GULCH RESOURCES LTD.	E
GULF & WESTERN INDUSTRIES, INC.	A B E
GULF CANADA LIMITED	C E
GULF OIL CORPORATION	C E
HALIFAX DEVELOPMENTS LIMITED	C
HALLIBUROON COMPANY	C E
HARRIS STEEL GROUP INC.	C
HARVARD GROWTH FUND LIMITED	B
HARVEY WOODS LIMITED	E
HEADWAY PROPERTY INVESTMENT 77-I	E
HEADWAY PROPERTY INVESTMENT 77-II	E
HEADWAY PROPERTY INVESTMENT 77-IV	E
HEADWAY PROPERTY INVESTMENT 78-I	E
HEADWAY PROPERTY INVESTMENT 78-II	E
HEADWAY PROPERTY INVESTMENT 78-III	E
HEMERDON MINING & SMELTING LIMITED	C
HUDSON BAY MINING AND SMELTING CO. LIMITED	C
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	C E
HUGH-PAM PORCUPINE MINES LIMITED	C E
I.T.L. INDUSTRIES LIMITED	E
IF YOU COULD SEE WHAT I HEAR (THE TOM SULLIVAN STORY)	C
IMASCO LIMITED	E
INCO LIMITED	E
INDAL LIMITED	C
INEXCO OIL COMPANY	C E
INSULITE DEVELOPMENT CORPORATION INC.	E
INTERNATIONAL BY-PRODUCTS LIMITED	C
INTERNATIONAL MOGUL MINES LIMITED	E
INTERNATIONAL THOMSON ORGANISATION LIMITED	B
INVESTORS GROUP, THE	C
IVACO INC.	E
JANNOCK LIMITED	C E
JOFFRE RESOURCES LTD.	E
K-TEL INTERNATIONAL, INC.	E
KERR ADDISON MINES LIMITED	C
KRISTIANSEN CYCLE ENGINES LTD.	E
LACANA MINING CORPORATION	C
LEIGH INSTRUMENTS LIMITED	E
LEMTEX DEVELOPMENTS LIMITED	C E
LES TERRAINS AURIFERES MALARTIC (QUEBEC) LIMITED	E
LOBLAW COMPANIES LIMITED	C
LOBLAWS LIMITED	E
LOCHIEL EXPLORATION LTD.	E

LOGISTEC CORPORATION	E
LOUISIANA LAND AND EXPLORATION COMPANY, THE	E
LUMONICS INC.	E
LUXOR EXPLORATION INC.	E
M W RESOURCES LIMITED	F
M.T.S. INTERNATIONAL SERVICES INCORPORATED	A B
MACKENZIE FINANCIAL CORPORATION	E
MacMILLAN BLOEDEL LIMITED	C
MADELEINE MINES LTD.	E
MAGIC SHOW, THE	C
MAGNA INTERNATIONAL INC.	E
MAGNETICS INTERNATIONAL LTD.	E
MAHER INC.	E
MAPLE LEAF GARDENS, LIMITED	A B
MAPLEX MANAGEMENT & HOLDINGS LIMITED	C
MARITIME TELEGRAPH & TELEPHONE CO. LTD.	E
MARSHALL MINERAL CORP.	E
MASSEY-FERGUSON LIMITED	E
MEDCON RESOURCES LTD.	E
MELANIE	C
MELCOR DEVELOPMENTS LTD.	C
MICC INVESTMENTS LIMITED	C F
MIDLAND NICKEL CORPORATION LIMITED	B
MINERAL RESOURCES INTERNATIONAL LIMITED	E
MINORC CANADA LTD.	E
MITEL CORPORATION	E
MOLSON COMPANIES LIMITED, THE	C E
MOORE CORPORATION LIMITED	E
MOTORCADE INDUSTRIES LIMITED	C
NEARTIC RESOURCES INC.	C E
NEW McMANUS RED LAKE GOLD MINES LIMITED	B
NEW QUEBEC RAGLAN MINES LIMITED	C
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	E
NOMA INDUSTRIES LIMITED	E
NORANDA MINES LIMITED	E
NORCEN ENERGY RESOURCES LIMITED	C E
NORTHGATE EXPLORATION LIMITED	E
NORTHLAND OILS LIMITED	A B C
NU-WEST GROUP LIMITED	E
NUMAC OIL & GAS LTD.	C E
OAKWOOD PETROLEUMS LTD.	E
PANCANADIAN PETROLEUM LTD.	C
PARK COUNTY TOWNHOUSE INVESTMENTS	E
PCL INDUSTRIES LIMITED	E F
PEERLESS RUG LIMITED	C
PETRO-SUN INC.	E
PETROTECH, INC.	E
PHAETON EXPLORATIONS LTD.	C
POLYSAR LIMITED	E
POMINEX LTD.	C
PORTFIELD INDUSTRIES INC.	B
POWER CORPORATION OF CANADA	C E
PRAIRIE OIL ROYALTIES COMPANY LIMITED	E
PRICE COMPANY LIMITED, THE	C
PRONTO EXPLORATIONS LIMITED	C
PYTHON RESOURCES AND INVESTMENT CORPORATION	A C
R.L. CRAIN INC.	C

RANGER OIL LIMITED	E
REALCAP HOLDINGS LIMITED	C
REDCON GOLD MINES LIMITED	C
REVENUE PROPERTIES COMPANY LIMITED	C E
RIO ALTO EXPLORATION LTD.	E
ROCKWOOD TOWERS APARTMENT PROJECT	C
ROLLAND INC.	C
ROMAN CORPORATION LIMITED	C
RONALDS-FEDERATED LIMITED	C
RONNOCO GOLD MINES, LIMITED	C
ROTHMANS OF PALL MALL CANADA LIMITED	C
ROXY PETROLEUM LTD.	E
ROYAL BANK OF CANADA, THE	E
ROYCAM COPPER MINES LIMITED	F
SANRETA OILS & GAS RESOURCES LTD.	E
SCANNERS	C
SCEPTRE RESOURCES LIMITED	E
SCINTILORE EXPLORATIONS LIMITED	E
SEAWAY BASE METALS LIMITED	E
SHAW INDUSTRIES LTD.	E
SHIPPING CORPORATION OF NEW ZEALAND (CANADA) LIMITED, THE	A
SILVERWOOD INDUSTRIES LIMITED	C E
SKLAR MANUFACTURING LIMITED	E
SOGEPET LIMITED	C E
SPAR AEROSPACE LIMITED	E
STANDARD OIL COMPANY (INDIANA)	C
STANDARD TRUSTCO LIMITED	E
STARRATT NICKEL MINES LIMITED	C
STEINBERG INC.	A E
STERISYSTEMS LTD.	E
STERLING EQUITY FUND	C
STRATHCONA RESOURCE INDUSTRIES LTD.	C
SULLIVAN MINING GROUP LTD.	A B
SULPETRO LIMITED	E
SUNCOR INC.	C E
TARA EXPLORATION AND DEVELOPMENT COMPANY LIMITED	C
TELE-METROPOLE INC.	C
TEXACO CANADA INC.	C
TEXAS EASTERN CORPORATION	C
TEXAS INTERNATIONAL COMPANY	C
THOMPSON-LUNDMARK GOLD MINES LIMITED	E
THOMSON NEWSPAPERS LIMITED	E
TIMKEN COMPANY, THE	E
TORONTO CREDITS LIMITED	C
TORSTAR CORPORATION	C
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	C
TRANS-WESTERN EXPLORATION, INC.	E
TRANSCANADA PIPELINES LIMITED	E
TRIANGLE EXPLORATIONS LIMITED	B
TRICENTROL LIMITED	C
TRIMAC LIMITED	E
TRINITY RESOURCES LTD.	C E
TRITEX PETROLEUM CORP.	A B C
TUNDRA GOLD MINES LIMITED	C
U A P INC.	E
ULTRAMAR COMPANY LIMITED	E
UNITED WESTBURNE INDUSTRIES LIMITED	E

UNIVERSAL SAVINGS EQUITY FUND LIMITED	E
UNIVERSAL SAVINGS INCOME FUND	E
UNIVERSAL SAVINGS AMERICAN FUND	E
UNIVERSAL SAVINGS NATURAL RESOURCE AND ENERGY FUND	E
VAN derHOUT ASSOCIATES LIMITED	E
VENPOWER LIMITED	C
WAINOCO OIL CORPORATION	E
WAJAX LIMITED	E
WALDEC OF CANADA LIMITED	C
WARDAIR INTERNATIONAL LTD.	E
WARNACO OF CANADA LIMITED	C
WARRINGTON INC.	E
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	E
WESTCOAST PETROLEUM TD.	C
WESTGROWTH PETROLEUMS LTD.	E
WHIM CREEK CONSOLIDATED N.L.	C
WHITE PASS & YUKON CORPORATION LIMITED, THE	C
WILSHIRE OIL COMPANY OF TEXAS	E
WIX CORPORATION LIMITED	C E
XANADU FUND LIMITED	B
YORK CENTRE CORPORATION	E
ZEPHYR RESOURCES LTD.	F
ASHLAND OIL INC.	C
AWARD RESOURCES LTD.	A B
AZL RESOURCES, INC.	E
AZORA MINERALS INC.	C
BOBTEX CORPORATION LIMITED, THE	A E
BOBTEX INTERNATIONAL INC.	A
CANREIT INVESTORS LIMITED	C
CHEYENNE PETROLEUM CORPORATION (N.P.L.)	A
COMMERCIAL CREDIT CORPORATION LIMITED	C
EPITEK ELECTRONICS LIMITED	C
FOOTHILLS PIPE LINES (YUKON) LTD.	E
GOLD HAWK RESOURCES (ONTARIO) LTD.	C
GROLIER INCORPORATED	C
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	E
INTERNATIONAL PAPER COMPANY	C E
KEELEY-FRONTIER RESOURCES LTD.	E
MANUFACTURERS HANOVER LEASING CANADA LIMITED	C
MECHANICAL PIN RESETTERS CO. LTD.	E
NORTH AMERICAN PHILIPS CORPORATION	C
ORION CAPITAL CORPORATION	C
PANCONTINENTAL MINING LIMITED	A B
PANCONTINENTAL PETROLEUM LIMITED	A B
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	C
REXORE RESOURCES CORPORATION	A B
SARSDEN CONSOLIDATED PROPERTIES LIMITED	A B
SHARE MINES & OILS LTD.	A B
SONOR PETROLEUMS CORPORATION	A B
TANDY CORPORATION	C E
WEBB & KNAPP (CANADA) LIMITED	C
WESCAP ENERGY CORPORATION	B
WESTON LAKE RESOURCES INC.	E
WOODWARD ACCEPTANCE COMPANY LIMITED	C

NEW ISSUE AND SECONDARY FINANCING

BAY TERRACE PARTNERSHIP

A final receipt was issued November 12, 1981 for a prospectus dated November 10, 1981 offering for sale in Ontario 434 limited partnership units at a price of $5,000 per unit, to net the Company $1,953,000 before expenses of issue.

Promoter: Rollins Construction Ltd.

Agent: Taxplan Investments Limited

CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED

A final receipt was issued November 13, 1981 for a prospectus dated November 12, 1981, qualifying for sale in Ontario a minimum of 1,500,000 and a maximum of 2,000,000 common shares without nominal or par value, at a price of $.35 per share, to net the Company $498,750 and $665,000 respectively before expenses of the issue.

Promoters: James L.C. Jenner
David Hoffman

PRELIMINARY PROSPECTUSES WITHDRAWN

IMPERIAL OIL LIMITED

The preliminary prospectus dated August 24, 1981 has been withdrawn by the Company.

PETROSYSTEMS INTERNATIONAL, INC.

The preliminary prospectus dated October 9, 1981 has been withdrawn at the request of the Company.

VAN HORNE GOLD EXPLORATION INC.

The preliminary prospectus dated June 15, 1981 was withdrawn on November 6, 1981 at the request of the Corporation.

VULCAN INDUSTRIAL PACKAGING LIMITED

The preliminary prospectus dated August 28, 1981 has been withdrawn by the Company.

PRELIMINARY PROSPECTUS CLOSED

SORREL RESOURCES LTD.

The preliminary prospectus dated June 10, 1981 has been closed pursuant to Section 25(2) of the regulations to the Securities Act.

RIGHTS OFFERING ACCEPTED

CANADA CEMENT LAFARGE LTD.

Material acceptable to the Commission has been received in respect of a proposed rights offering by Canada Cement Lafarge Ltd., whereby holders of common shares of the Corporation are entitled to purchase one additional common share at $11.50 for each four common shares held.

Subscription Agent: Montreal Trust Company

PRELIMINARY PROSPECTUSES RECEIVED

November 6, 1981

Burnhill Partnership

Offering 430 units at a price of $10,000 per unit.

Agent: Realco Securities Corporation

November 9, 1981

"Hard Feelings" National Issue - Ontario

Offering 1,259 units at a price of $5,000 per unit.

Agent: Emptor Corporate Ventures Ltd.

November 10, 1981

Lincoln's Hill I — National Issue - B.C.

Offering 100 units at a price of:
$39,350 per Alpha unit
$44,600 per Beta unit
$45,000 per Gamma unit
$45,700 per Delta unit
$46,500 per Epsilon unit
$47,100 per Zeta unit
$47,800 per Eta unit
$48,800 per Theta unit
$51,000 per Iota unit

Agent: Imperial Securities Ltd.

Tejas Petroleum Resources Ltd.

Offering 750,000 common shares (without par value) at a price of 80¢ per share.
Secondary offering: 212,500 shares

Underwriter: E.A. Manning Limited

November 12, 1981

Southam Inc. — National Issue - Ontario

Offering $*,000,000, * % debentures due 19* (unsecured) at a price of * and accrued interest, if any.

Underwriters: Dominion Securities Ames Limited
Burns Fry Limited

November 17, 1981

Ameracrude International Inc.

Offering 800,000 common shares (without par value) at a price of $1.50 per share.

Distributed through registered securities dealers.

November 18, 1981

The Real Money Fund of Canada — National Issue - Ontario

Offering mutual fund units at net asset value.

Distributor: Real Securities of Canada Ltd.

AMENDMENTS RECEIVED

November 5, 1981

Coseka 81-82 Oil and Gas Partnership

Amendment #1 dated November 4, 1981 to prospectus dated September 14, 1981.

November 6, 1981

NorMan Mines Ltd.

Amendment #1 dated November 4, 1981 to prospectus dated August 17, 1981.

November 10, 1981

Silver Lake Resources Inc.

Amendment #1 dated November 9, 1981 to prospectus dated September 3, 1981.

November 13, 1981

Carlson Mines Ltd. (No Personal Liability)

Amendment #1 dated November 12, 1981 to prospectus dated August 25, 1981.

November 16, 1981

The Canada Trust Company Investment Fund - Equity Part

Amendment #1 dated November 3, 1981 to prospectus dated September 1, 1981.

The Canada Trust Company Investment Fund - Income Part

Amendment #1 dated November 3, 1981 to prospectus dated September 1, 1981.

NOVEMBER 1981

TERMINATIONS

SECURITIES

EXEMPT PURCHASER

Retirement Annuity Plan - Noranda Quebec,
P. O. Box 45,
Commerce Court West,
Toronto, Ontario.
M5L 1B6.
(effective November 4, 1981) Lapsed

VOLUNTARY WITHDRAWALS

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Imasco Capital Management Inc.,
Suite 2000,
North Tower,
Royal Bank Plaza,
Toronto, Ontario.
M5J 2J2.
(effective October 28, 1981) Voluntary Surrender

P.S.C. Management Ltd.,
Royal Bank Plaza,
North Tower,
Station "A",
20th Floor,
Toronto, Ontario.
M5W 2J3.
(effective October 28, 1981) Voluntary Surrender

TRANSFERS WITHIN ESCROW

BEAUCE PLACER MINING CO. LTD.

From	To	No. of Shares
York Consolidated Exploration Limited	Coniagas Mines, Limited	91,500

KAPKICHI NICKEL MINES LIMITED

Pursuant to the amalgamation of Hoffman Exploration and Minerals Limited and Kapkichi Nickel Mines Limited effective December 3, 1980, 900,000 shares of Kapkichi held in escrow will be exchanged for 213,506 shares of Hoffman on the basis of one share of Hoffman for 4.21538 shares of Kapkichi with no change in the beneficial ownership of such shares.

REGAL GOLDFIELDS LIMITED
(Formerly Stairs Exploration & Mining Company Limited)

From	To	No. of Shares
Ivan C. Stairs	Emsdale Sands Limited	702,000 Common Shares

RELEASE FROM ESCROW

LUMONICS INC.

The Commission hereby consents to the pro rata release from escrow of 25,952 common shares of Lumonics Inc.

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CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED	68K
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Ontario Securities Commission

OSC Bulletin

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NOTICE

PART XIX OF THE SECURITIES ACT

TAKE-OVER BIDS

INTERIM REPORT OF THE COMMITTEE TO REVIEW THE PROVISIONS OF THE ACT REGULATING TAKE-OVER BIDS

Following this notice is the interim report of an informal committee composed of practitioners in the securities law field constituted by the Commission to review the provisions in the Securities Act governing take-over bids. J. Gordon Coleman, Q.C., H. Garfield Emerson, Q.C., and J. David A. Jackson have been requested by the Commission to recommend whatever changes they consider would be appropriate in this area.

Comments will be invited when the Committee tables its final report. In the meantime, this interim report is published to provide an opportunity for our readers to study the Committee's current interim views.

November 18, 1981

INTERIM REPORT

TO: Henry J. Knowles, Q.C.
Chairman
Ontario Securities Commission

FROM: J. Gordon Coleman, Q.C
H. Garfield Emerson, Q.C.
J. David A. Jackson, Esq.

Re: THE SECURITIES ACT (ONTARIO)
The Follow-up Offer Obligation

1. Purpose of this Interim Report

You have requested us to act as an informal committee to review the provisions of Part XIX of the Securities Act, R.S.O. 1980, c. 466 (the "Act") and to provide to the Ontario Securities Commission (the "OSC" or the "Commission") our recommendations for changes therein. We are meeting as a committee, with the assistance of our colleagues Robi S. Blumenstein, William N. Gula and Pat Finnerty, to fulfill this request. At the date hereof, we have not yet completed our deliberations.

In addition, you have recently requested us to provide to you our views specifically on the question of whether the Act should continue to contain an obligation of the nature now found in subsection 1 of section 91. This obligation, together with the related provisions in sections 99 and 129 of the Act, is referred to herein as the "follow-up offer obligation".

For the reasons outlined below, we are of the view that:

A. The Act should impose a "follow-up" obligation only when an offeror making a take-over bid by way of private agreement pays an amount in excess of an acceptable premium to acquire effective control of the offeree company.

B. The offeror should be permitted to satisfy this follow-up obligation either by

(1) providing to the other security holders consideration in an amount per security equivalent in value to the highest premium per security paid by the offeror under any of the private agreements to acquire the controlling interest; or

(2) offering to purchase the securities of the other security holders for a consideration per security

at least equivalent in value to the greatest consideration per security paid under any of the private agreements to acquire the controlling interest.

The foregoing should not be taken to imply that we do not have serious reservations about Ontario continuing to be the only North American jurisdiction in which even a follow-up obligation as described above is imposed. Moreover, we feel it is not appropriate for Ontario to attempt to impose its own domestic and unique public policy in respect of follow-up obligations on what are essentially national and international capital markets where the trade implementing the take-over bid does not take place within Ontario.

2. Events Leading to the Inclusion of the Follow-up Offer Obligation in the Act

The provisions which implement the follow-up offer obligation were first enacted in a Canadian securities statute in The Securities Act, 1978, S.O. 1978, c. 47, which is now the Act. They were at the time of enactment, and continue to be, the subject of some controversy.

At the time of its enactment, it was thought that the Act would be a model for securities statutes in the other Canadian provinces, or at least in those western provinces which,

with Ontario, have been referred to as the "Uniform Act Provinces". However, to date no other Canadian jurisdiction has brought into force a provision similar to the follow-up offer obligation. Manitoba has enacted a new Securities Act, which is modelled on the Act and which contains a follow-up offer obligation, but which has not yet been proclaimed in force. Alberta has also enacted (but not yet proclaimed in force) a new Securities Act, modelled largely on the Act, but not containing a follow-up offer obligation. In 1980, the Commission des valeurs mobilieres du Quebec (the "QSC") issued a Working Paper containing its proposals for a new securities act in that province, and following public hearings the QSC announced certain amendments to the Working Paper. Neither the original Working Paper nor the announced amendments thereto contained a follow-up offer obligation, although the so-called "private agreement" exemption was significantly narrowed in both proposals. While we do not believe that the omission of the follow-up offer obligation from the Alberta legislation or the QSC Working Paper necessarily denies the merit of having such an obligation in Ontario, those omissions may call into question the utility of Ontario's follow up offer obligation in achieving Ontario's policy objectives.

The ability of persons controlling public companies to dispose of their holdings by private agreement at a premium over the prevailing market price has been of concern to securities

regulators and legislators in Ontario since at least 1965, when it was the subject of consideration in the so-called "Kimber Report" (para 3.12). The question was considered in the Commission's so-called "Merger Study" (s. 7.04). It divided the Select Committee on Company Law when that body considered the question in 1973 (1973 Report, Chapter 11). Several of the Bills which preceded the Act took diverse approaches to the problem, including the deletion of what some have considered to be the source of the problem, the private agreement exemption. [The historical background of the follow-up offer obligation is surveyed in the Commission's recent decision, Re. McLaughlin and S.B. McLaughlin Associates Ltd., (1981), 1 O.S.C.B. 98C; 14 B.L.R. 46. The McLaughlin decision was recently the subject of judicial review by the Divisional Court [(1981), 2 O.S.C.B. 385C]. The court agreed that under the Act as presently drafted the follow up obligation was triggered notwithstanding the fact that control was not acquired. While the court said that the protection of minority shareholders afforded by the follow-up offer obligation "may well be as much needed where the take-over bidder has already acquired control as it is where he is acquiring control through the take-over bid", these remarks must be viewed in the context of the existing legislative scheme which does not have a clear control nexus triggering the follow-up offer obligation. A further discussion of this issue is contained in Part 5 - Subsection 91(1) and "Equal Treatment of Shareholders" beginning on page 12.]

The discussions resulting from these proposals led to the present follow-up offer obligation provisions, which of themselves were the subject of substantial debate when Bill 7 was under detailed examination by the Administration of Justice Committee of the Legislature. The matter was so controversial that the then Minister of Consumer & Commercial Relations found it necessary to make a statement to the Committee regarding the method by which the enforcement of the obligation would be effected (June 15, 1978; O.S.C. Wkly.Sum. 11 August 1978, Supp. X, p.4). In so doing, he requested the Commission to issue for public consideration a policy providing advice as to the circumstances in which the exempting power would be used and the matters which the Commission would consider in deciding whether to grant an exemption in connection with what the Minister characterized as "dealing in control blocks". A draft of that policy was published for comment and ultimately O.S.C. Policy 3-41 was adopted.

3. The Merits of the Follow-up Offer Obligation

In responding to your request, we have concluded that it is not appropriate for us to re-open the debate on the merits of whether or not there should be a follow-up obligation. In saying this however, we are also convinced by the legislative history of the follow-up offer obligation that it was intended to

be narrowly directed at transactions involving a change in control in publicly held corporations. In our view, this is a correct premise from a public policy point of view, and is further discussed in Part 5 below.

In the statement before the Administration of Justice Committee referred to above, the Minister said:

> "After careful consideration, we have concluded that it is prejudicial to the credibility of the public marketplace to permit the owner of a corporation who has taken in minority shareholders to dispose of his shares subsequently at a premium that is unavailable to the minority. The provisions in Bill 7 are designed to prevent this abuse but to retain maximum flexibility in order not to impose unnecessary restraint on dealings in control blocks."

To a certain extent our suggestions represent our views as to the appropriateness or merits of the present follow-up offer obligation as a means of achieving the underlying public policy objectives revealed by the legislative history and stated by the Minister.

There are two clear and opposing views on whether a control person should be permitted to sell his control block shares in a private agreement for a consideration of greater value than the current market price of shares of that class where the other shareholders do not receive an equivalent offer, thereby allowing him a "premium" unavailable to other

shareholders. These views are well expressed in the opinions of the majority and the minority of the Select Committee. They were canvassed at length in 1978 before the Administration of Justice Committee. The provision included in the Act was the subject of consideration by the Legislature, and for the purposes of this memorandum we consider that the enactment of the follow-up offer obligation reflected and continues to reflect the public interest in Ontario with respect to dealings in control blocks. We are not aware of any material change in the reasons which caused the Legislature to include these provisions in the Act. Accordingly, we have concluded that there is no point either in our repeating the arguments for and against provisions designed to implement this policy, or in expressing our particular view on whether such provisions should continue to be contained, in a policy or public interest sense, in a statute such as the Act. For the purposes of this memorandum, we have taken the enactment of the follow-up offer obligation as evidence that some form of such obligation is in the public interest in Ontario.

4. The Theoretical Basis for a Follow-up Obligation

It is our understanding that there are a number of generally-recognized theories upon which a follow-up offer type obligation is founded, two of which have been styled by some commentators as the "corporate asset" theory and the "equal opportunity" theory. Some courts and commentators have argued

that such an obligation should, under some circumstances, be required of selling majority shareholders as a result of fiduciary duties owed by them to minority shareholders. We are not aware of any published theoretical basis for the enactment of a fiduciary or other obligation on the purchaser of a control block to the minority shareholders, other than as expressed in subsection 91(1) of the Act.

(a) The Corporate Asset Theory

As we understand it, the "corporate asset" theory considers that effective control of a corporation carries with it the ability to control the business of the entity and, ultimately, access to its treasury. The perceived evil results from the sale of effective control at a premium. The allegedly inappropriate conduct is engaged in primarily by the vendor of the control position, who accepts as compensation for conveying the right to control the corporation at a price which represents a premium over the price which other investors, not acquiring control, are prepared to pay for shares of the issuer.

This theory appears to require that the transaction have two elements:

(i) it involves the transfer of control (i.e. the vendor has and sells effective control, and the

purchaser buys and obtains effective control from the vendor); and

(ii) the price per share of the transaction is greater than that available in the public market.

It could be argued that the appropriate remedy for the evil, based upon the theory of control as a corporate asset, is to require the vendor to distribute his control premium to all shareholders pro rata. We are unaware of a court, in the United States or elsewhere, that has accepted and applied the corporate asset theory in its pure form as a basis for imposing liability on the selling controlling shareholder. However, this remedy has been fashioned by some American courts faced with the sale of control at a premium. This type of remedy imposed on the vendor appears to have been used most frequently in cases in which the purchaser proceeded to "loot" the corporation, appropriated a corporate opportunity or otherwise caused the affairs of the corporation to be conducted in a manner advantageous to himself and detrimental to the remaining shareholders. In those cases, there has been great pressure to treat the vendor as having, in effect, accepted the premium as a fee or a licence to "loot" the company, thereby abusing his control position for his sole personal benefit to the detriment of the company and in breach of his fiduciary duties to the minority shareholders. The language of the corporate asset theory is used to describe the way in which a business opportunity which might otherwise be exploited for the

benefit of all shareholders is appropriated and disposed of by the controlling shareholder for a premium only he receives - Perlman v. Feldman, 219 F.2D 173 (2d Cir.), cert. denied, 349 U.S. 952 (1955), being the paradigm par excellence.

(b) Breach of Fiduciary Duty

Although not within the pure corporate asset theory a originally developed by Berle and Means [see The Modern Corporation and Private Property, Rev.Ed., at p. 216], some courts have used the evolving standard of fiduciary duty owed b a controlling to minority shareholders as a basis for imposing liability on a controlling shareholder who disposes of his interest at a premium with a result that strongly resembles the corporate asset theory. As we understand it, a controlling shareholder will violate a duty owed to minority shareholders i he so exercises his control over the corporation as to appropriate to himself a corporate opportunity in the form of a premium realized on the sale of his interest.

This basis for liability has been recognized by the California courts in Brown v. Halbert, 271 Cal. App. 2d 252, 76 Cal. Rptr. 781 and in Jones v. H.F. Ahmanson & Co., 1 Cal. 3d 9, 460 P.2d 464, 81 Cal. Rptr. 592 (1969) and has also been recognized as a cause of action by the Ontario Court of Appeal Farnham v. Fingold, [1972] 3 O.R. 688; [1973] 2 O.R. 132 (C.A.)

The remedy imposed for the breach of such a duty may be similar to the remedy imposed under a corporate asset theory analysis.

(c) The Equal Opportunity Theory

As formulated by William D. Andrews, this theory postulates that "whenever a controlling shareholder sells his shares, every other holder of shares (of the same class) is entitled to have an equal opportunity to sell his shares, or a prorata part of them, on substantially the same terms." [The Stockholder's Right to Equal Opportunity in the Sale of Shares, 78 Harv. L.R. 505 at 515]. Like the corporate asset theory, this theory is predicated on the sale of control by a controlling shareholder. On a theoretical basis, the equal opportunity theory is more of a prophylactic remedy than a basis of liability; it has been advocated as a rule of general application to prevent transactions which are potentially injurious to or abusive of minority shareholders.

5. Subsection 91(1) and "Equal Treatment of Shareholders".

We have considered whether a controlling shareholder should be subject to a follow-up obligation if he purchases additional shares at a premium by way of private agreement with the effect of consolidating his control position. Such an acquisition may result in a change from effective control to legal

control (i.e. in excess of 50% of the voting shares) or from legal control to what might be termed "absolute" control (i.e. ownership of a sufficient number of voting shares, 66 2/3% for example, to implement fundamental changes in the offeree company). In our view the acquisition of shares in such a circumstance does not warrant the imposition of a follow-up obligation unless it can be demonstrated to be part of a series of transactions whereby effective control is acquired.

In the context of the existing legislation the Commission, in the McLaughlin case, supra, referred to the "underlying policy consideration of the responsibility of an insider... to deal in an even-handed way with all security holders" (14 B.L.R. 46 at p.62). The Commission went on to make the following remarks:

> "This obligation is defined, in the present case, through s.91(1) which recognizes the potential for preferential treatment as among shareholders but restricts the scope for such preference (to a premium of 15 per cent above average true market price) through the use of private agreements. This obligation and the enforcement of it enhance the investors' perception of the fairness of the rules of the marketplace vis-a-vis minority and control shareholders."

Our analysis leads us to a different result. The follow-up offer obligation was not designed as, nor should it be converted into a remedy to cure perceived insider trading abuses by controlling

persons. Assuming full compliance with the timely disclosure and insider trading provisions of the Act, we do not believe it is inherently abusive of minority shareholders' rights for an insider to purchase shares by private agreement above market simply because the purchaser is an insider and irrespective of whether or not effective control is acquired. In our view it is not an appropriate policy premise to characterize such a transaction by an insider as abusive per se.

Nor, in our view, should the acquisition of shares by private agreement above market carrying the purchaser from effective control to legal control or from legal control to "absolute" control trigger by itself a follow-up obligation or other legislative initiative.

As mentioned above and on page 18, we believe that the follow-up obligation should be triggered by an acquisition of effective control and that effective control should be defined for purposes of subsection 91(1) as being the power to exercise a controlling influence over the business and affairs of the offeree company. On that basis the ability to influence the direction of the management and policies of a company is not enhanced when a holder of effective control moves to a position of legal control. Accordingly, no legislative initiative is appropriate taking such a transaction by itself.

Acquisition of absolute control by a holder of effective control or legal control confers the power to implement fundamental changes. To the extent that such fundamental changes are effected through the exercise of controlling shareholder power, whether by way of insider bids or going private or similar transactions, the Commission has addressed the protection of minority shareholders (in Policy 3-37 and related policy initiatives) by requirements for valuations and independent or unaffiliated shareholder approval. In the case of those fundamental changes which do not have a going private element (such as amalgamations whereunder minority shareholders will continue to have an equity interest in the successor corporation) the corporate laws and related jurisprudence have been shown to be effective in protecting minority shareholders' rights through (i) adequacy of disclosure in information circulars (and the obligation in this connection of demonstrating fairness); (ii) statutory dissenting shareholders' appraisal rights and the determination of "fair value" by the courts in connection therewith; and (iii) injunctive relief.

Having regard to the foregoing, we believe that it is not appropriate to impose a follow-up obligation in connection with transactions solely involving a consolidation of a pre-existing control position.

6. The Act

Unlike courts, we are not constrained by rules of statutory interpretation and construction which limit the perspective we may take in considering the follow-up offer obligation as it presently appears in the Act. As outlined above, we believe that at the legislative level it was the Government's intention to provide a statutory remedy for the perceived evils associated with the sale of a controlling block of shares at a premium. In so doing, the Government accepted the premise underlying the corporate asset and breach of fiduciary duty theories in specific situations and concluded that a generalized equal opportunity remedy was justified having regard to the potential for abuse. We understand that the concept of "control" was omitted from the charging section of the statutory scheme (subsection 91(1) - although it is implied in clause 99(a)) for a number of reasons, including the difficulty in formulating the concept of control with sufficient precision and the desire, perhaps related, to maintain flexibility.

The theoretical basis of the follow-up offer obligation was altered by O.S.C. Policy 3-41. This is perhaps best illustrated by the three so-called "abusive transactions" set out therein. The first and second concern transactions, which involve a "sale of control", are consistent with the corporate asset and breach of fiduciary duty theories. The third, however,

involves one or more transactions which result in the assembly of control by the purchaser (as opposed to the transfer of control by the vendor(s)). That, in our view, arises from the transformation of the equal opportunity theory from an essentially prophylactic remedy to a basis for increasing the substantive rights of minority shareholders. In addition to being entitled to share in a premium attendant upon the sale of control, the minority shareholders are also entitled to dispose of their holdings en bloc if a holder of a substantial (but not controlling) number of shares disposes of his shares by private agreement at a premium. It appears that the receipt of the premium by the vendor is no longer the basis of the perceived abuse (as under the corporate asset and breach of fiduciary duty theories) but is instead the trigger for this new right conferred on minority shareholders.

Given our understanding of the legislative intent behind the follow-up offer obligation and the characteristics of the Canadian economy, we accept that it is appropriate to extend the concern underlying the corporate asset and breach of fiduciary duty theories to situations which do not, prima facie, involve a transfer of control from the vendors of the securities but involve the acquisition of control by the purchaser. The nature of the Canadian capital market makes it possible for a small number of institutional investors not acting jointly or in concert to find themselves holding what, if combined, would

amount to an effective or legal control position. Those institutional investors often acquire such holdings for investment purposes in what are otherwise considered widely held corporations. Should an offeror determine to acquire control of such a corporation, the potential for abuse or, at least, the conflict of interest in which professional investment managers find themselves when confronted with the opportunity of disposing of their blocks at a premium over the price otherwise available in the market, is sufficient to warrant the imposition of a prophylatic rule in such circumstances on an extended corporate asset or breach of fiduciary duty theory.

Based on the foregoing, we have concluded that the follow-up offer obligation as presently contained in the Act is an inappropriate means of achieving its objective. First, the triggering of the obligation by the payment of a premium alone, without the concurrent requirement of the acquisition of the ability to control the business and affairs of the offeree company by the offeror, results in the prima facie imposition of the obligation in situations in which it is unwarranted. As a matter of public policy, it is our view, that transactions not giving rise to the mischief at which the obligation is directed should not be dependent on an exempting order of the Commission. Similarly, a sufficiently precise definition of acquisition of control must be developed so that offerors can plan their affairs with a degree of certainty. We are of the view that for the

purpose of that definition, control should be effective control that is to say the power to exercise a controlling influence over the business and affairs of the offeree company.

Second, we are concerned that the follow-up offer obligation has a negative effect on the process of capital formation in the Canadian economy. The ultimate requirement that, under certain circumstances, in addition to minority shareholders being entitled to participate in a control premiu an offeror be prepared to purchase 100% of the equity of a company in order to acquire control, will deter or prevent acquisitions which would otherwise be in the best interests of the company, its shareholders and the economy as a whole.

Further we doubt that it is desirable from any perspective that the regulatory scheme foster the disappearanc of public companies.

Finally, having regard to experience since the introduction of this new provision into the Act, we are conce that while the follow-up offer obligation as presently formul (i.e. an extended equal opportunity theory without a clear control nexus) may superficially appeal to a sense of equity, result is excessive and unnecessary in the Canadian capital markets at their present stage of development and has given to administrative and regulatory burdens and uncertainty in

application, all of which exceed the benefits achieved from an enhanced view of investor equality.

7. The Basis of our Views

As none of the various theories upon which a follow-up obligation is founded is wholly or solely appropriate to support the apparent public policy of Ontario, we are also of the view that none of the existing remedies or regulatory schemes is wholly or solely appropriate to implement that policy in a manner appropriate to the Canadian context.

A consistent application of the corporate asset and breach of fiduciary duty theories results in the imposition on the vendor, as recipient of the premium, of the obligation to distribute the premium pro rata to all shareholders. This is the remedy fashioned by the American judges in a number of cases. While there may be no substantive reason for precluding this approach, we are concerned that such a remedy, which might be perceived as attempting to impose a statutory fiduciary duty on majority shareholders in favour of the minority shareholders, is more appropriately based in corporate law than in provincial securities regulation. The present thrust of Part XIX is to consider and regulate the conduct of the purchaser, and we believe it appropriate that the focus of both the conduct giving

rise to the obligation and the obligation itself remain directed toward the purchaser.

Similarly, for the reasons discussed above, we are troubled by the current extended equal opportunity theory/remedy in the Act. In framing our recommendations, we have attempted to fashion an approach which draws from all theories and past experience, while discarding those aspects of each theory which we do not believe serve the policy objectives of the regulatory scheme or the interests of the Canadian equity markets.

We consider that the follow-up offer obligation in the Act should be revised to be based upon the acquisition of effective control of a public issuer by the purchaser at a premium in excess of a specified threshold (the "market price") pursuant to private agreements. However, the obligation should not be dependent upon the sale or transfer of effective control from the selling shareholders.

We also consider that the follow-up offer obligation in the Act should be further amended to permit the purchaser of effective control at a premium in excess of the market price pursuant to private agreements to have the opportunity of either;

(a) providing to the other security holders consideration in an amount per security equivalent in value to the highest premium per security paid by the purchaser under any of the private agreements to acquire the controlling interest, or

(b) offering to purchase all of the shares held by the minority shareholders for a consideration per security at least equivalent in value to the greatest consideration per security paid under any of the private agreements to acquire the controlling interest.

The addition of the option referred to in (a) above should not be formally proposed until the consequences to both the purchaser and the minority shareholders is clarified under the Income Tax Act (Canada). From the purchaser's point of view, the most reasonable tax position would be that the amount of the premium paid to the minority shareholders be added to the adjusted cost base of the shares acquired from the vendor(s) under the private agreement(s). However, under existing interpretation, there is no certainty that this would be the result and the payment of such a premium could well be considered to be a non-deductible capital expense incurred by the purchaser which is not added to the adjusted cost base of the acquired shares. It is unlikely that the payment of the premium would be

considered to be a deductible expense. From the point of view o the minority shareholder who receives the payment of the premium and who does not dispose of his shares, the most reasonable tax result would be that the amount of the premium be treated as a reduction of the adjusted cost base of the shares that he continues to own. However, the receipt of the premium may be considered to be either "income" or a non-taxable capital receipt. The income tax consequences would have to be clarifie through discussions with the Department of Finance and Revenue Canada.

8. Other Considerations

(a) Quantum

One aspect of our recommendations is that in a transaction in which a purchaser pays a premium of 15% (assumin that to be the appropriate threshold) or less, he is exempt from the obligation to distribute the premium to all other shareholders, whereas if he pays a premium of more than 15%, ar amount per share equal to the whole of the premium must be distributed. This arbitrariness is a feature of the existing follow-up offer obligation which disturbs us. It is inconsist to consider that a transaction at 115% of market price is not abusive to the other shareholders, but that to conclude that 115.1% is abusive.

In an attempt to overcome this inherent inconsistency, we also considered whether the required distribution per share should be limited to the portion of the premium in excess of 115% of the market price. This would recognize, in effect, that a 15% premium was acceptable and non-abusive of the interests of minority shareholders, and that a sharing of the premium was necessary only to the extent that the premium exceeded the amount which the legislation permitted.

Although we have framed our recommendation on the first basis, we are agreed that there is merit in the second approach. In the end, we have concluded that the matter is one which should be determined by the Commission.

(b) Extraterritorial Application of the Act

While recognizing that the other Provinces of Canada have not, to date, adopted a similar or analogous provision to the follow-up offer obligation, we strongly recommend that the Commission not attempt, in effect, to extend the jurisdiction of the Act extraterritorially outside Ontario for the purpose of applying the follow-up offer obligation on a national basis where a take-over bid is not made in Ontario. The follow-up offer obligation under the Act is clearly triggered only where a take-over bid is made (as defined in the Act). There are many instances where a control block is acquired at a premium in a

transaction solely between non-Ontario persons or companies (including the issuer of the securities) which is wholly negotiated, settled and completed outside Ontario and where a take-over bid has not been made (as defined in the Act). We believe that it adversely affects the ongoing credibility and ultimately the influence and effectiveness of the Commission to attempt indirectly through other statutory provisions to bring pressure upon non-Ontario issuers to adopt Ontario's follow-up offer obligation on a "voluntary" basis as a condition of access to the financial markets in Ontario.

While Ontario will remain an island unto itself with respect to the follow-up offer obligation as long as such an obligation is not adopted by the other Uniform Act Provinces, we recommend that the Commission not attempt to remedy this current deficiency in lack of uniformity by presssuring public issuers who are not legally bound by the follow-up offer obligation to comply with the obligation on a voluntary basis through the application of cease trading or other similar remedies. Such remedies are truly only applicable where there has been a violation of the Act or the clear public policy interest within Ontario. Ontario cannot effectively apply its local public interest to issuers outside Ontario simply because Ontario investors may be security holders in such issuers. While Ontario has declared its public interest in respect of the follow-up offer obligation, it cannot reasonably impose its views as to public interest upon transactions which clearly take place within

offer obligation, it cannot reasonably impose its views as to public interest upon transactions which clearly take place within another jurisdiction which has its own separate views as to what constitutes the public interest in that jurisdiction.

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We trust that you will find this interim report to be of assistance, and we would be pleased to discuss it with you at your convenience, should that assist you in assessing our recommendations. We would be pleased to provide you with draft legislation necessary to implement our proposals should you consider it desirable for a proper review of the recommendations.

NOTICE

EXTRACT FROM

LEGISLATURE OF ONTARIO

DEBATES

Official Report (Hansard)

Standing Committee on Administration of Justice

Estimates, Ministry of Consumer and Commercial Relations

October 29 and 30 and November 4

Hon. Mr. Walker: This is the area on securities that Mr. Renwick I know has some interest in. Can I ask someone to slip out of the room for a moment and see if they can track down Mr. Knowles?

Mr. Renwick: I have some matters related to the Ontario Securities Commission which I can proceed with directly with the minister.

Mr. Chairman: Excuse me, Mr. Renwick.

Mr. Bradley, Mr. Renwick did mention this before. Would you let him go ahead of you because he will not be here next week?

Mr. Bradley: I know the item he wishes to pursue and I will, yes.

Mr. Renwick: Thank you, Mr. Bradley.

Mr. Minister, first of all I would like to find out from you the state of certain prospective legislation. In the latter part of November 1980, the securities commission published a draft proposal, amendments to the Ontario Securities Act of some substance. I would like to know the legislative intentions of the government with respect to those proposed amendments.

Also, on June 25, 1981, you made a statement in the assembly with respect to the Toronto Stock Exchange Act, 1981, and the Toronto Futures Exchange Act, 1981. I am sure you recall those particular statements.

Therefore, my first question is simply: What are your intentions about that legislation, because it opens for me a broader concern which I have? Is my question clear to you?

Hon. Mr. Walker: Yes. I can answer the latter part of your question quite easily and that involves the Toronto Stock Exchange Act and the Commodity Futures Act. Those acts were floated more or less late in the spring session of 1981. I hope to be able to introduce those now in the fall for first reading.

Mr. Renwick: First reading this fall and you would proceed next spring, is that your intention?

Hon. Mr. Walker: Frankly I would like to get them through this year, if that is possible.

Mr. Renwick: These draft proposed amendments to the Securities Act were issued the week ending December 5, 1980. There was a significant cross-reference and index published with it.

Hon. Mr. Walker: This is the first I have seen of this.

Mr. Renwick: I am not expecting you to answer immediately, but when you have the information, I would appreciate your comment about it.

Hon. Mr. Walker: Mr. Chairman, I cannot answer the question that involves—

Mr. Chairman: Would you please identify what you have? I do not think it is really on the record.

Hon. Mr. Walker: I do not have anything.

Mr. Renwick passed over to me a document which was a notice, Draft Proposed Amendments to the Securities Act, which was supplement X-2 to the weekly summary, week ending December 5, 1980. My only reply is that I do not have an awareness of this one. I do know that the commission itself has a number of amendments from time to time that are thought to be useful. At this moment I can tell you it is not in any legislative form.

Mr. Renwick: I understand that. All I was asking is when do you intend, as minister, to proceed with the amendments forecast in that document dated December 5, 1980, as published in the weekly summary of the Ontario Securities Commission?

Hon. Mr. Walker: I would have to say I am unaware of the specific ones that have been raised here and I have not gone over these draft amendments that I presume have been drafted by the commission itself and floated.

It is my intention to have some discussion with the commission in the not-too-distant future with a view to introducing some time next year amendments that will make the act more precise and make the act work somewhat better, in the light of the fact that, there having been quite a wholesale change as recently as just a couple of years ago when it was introduced and became law, it has now had a few years of service.

The commission is in a position where it wishes to make certain recommendations. My suspicion is that what they have done is floated these as suggestions, got some feedback on them and no doubt, in due course, will be making certain recommendations to me.

Mr. Renwick: The reason I wanted that information is because I think that the process adopted by this assembly—with respect to dealing with legislation of this technical complexity in an area in which most members of the assembly do not have any particular special interest, and in many cases have no real knowledge of its content—has usually meant that by the time the discussions are carried out

with the industry, in the broader sense of that term—that is, all of the persons specializing in that branch of the world known as corporate financing—they have had a total input to the legislation.

The bill then comes before the assembly and we are not only in grave danger but, in fact, are in the position of simply rubber stamping. We do not understand the legislation; no real effort is made to explain it to members of the assembly. In a sense, and I say this not in any personal sense of exclusion from the process, nothing is accomplished by the assembly.

I am not saying that this particular document is one which necessarily has the agreement of everyone, but the problem is well stated in the document research publication number 8, Securities Regulation and Freedom of Information, which was carried out on behalf of the Commission on Freedom of Information and Individual Privacy, prepared by Associate Professor Mark Q. Connelly, of the Osgoode Hall Law School at York University.

5 p.m.

I am not touching upon the question of privacy of information, that is not my concern. I want, however, to quote and this was at page 91 of that particular study under a heading which is on page 90 of that study, "Responsibility of the OSC to Cabinet and to Legislature." In the course of it, it states:

"In fact, however, as the present chairman of the OSC wrote before he assumed that position"—and that was a reference to Mr. J. C. Baillie, who was then the chairman of the securities commission who had written an article, "Securities Regulation in the 'Seventies" and chapter 8 was: "Studies in Canadian Company Law"—"there is precious little accountability by the commission to the cabinet or to the Legislature. A variety of factors contribute to this state of affairs. Since many of the commission's functions are quasi-judicial in character, cabinet recognizes the importance of noninterference in order to maintain the appearance and reality of impartiality on the part of the commission in carrying out those functions."

I have no problem with that statement, I am not arguing about that.

"Of equal importance is the fact that outside the commission itself there is a dearth of people in the government sufficiently familiar with the securities field to keep tabs on what the commission is doing. This lack of relevant expertise extends to the Legislature. The ironic result, as has been pointed out elsewhere"—and that reference is again to the same article by Mr. Baillie—"is that the OSC in a system of 'responsible government' is a good deal less politically accountable in practice than is the Securities and Exchange Commission of the United States."

It goes on to speak somewhat further about it. I do not want to go on at any great length. I want to draw attention specifically, particularly to my colleagues on the committee—and I wish there were more in attendance because it reflects exactly the concern which I have that members of the assembly, because of a multitude of other duties and so on, are not prepared to spend the time on this kind of legislation which is very complex, which certainly does not attract very many votes; it certainly does not attract any votes in Riverdale and I am quite sure that would be true of my other colleagues on the committee.

I simply want to say that in 1978, when that Securities Act went through—and we had hearings on that legislation; there were some public interests that were unresolved in the intraministry discussion with the industry so there were some people professionally interested in the field who came to see us at that time—the net effect was that not a single solitary change was made in the legislation.

As a courtesy to me in the House, I think they inserted a comma or a semicolon, I am not sure. There was some minor amendment that I was allowed to propose in the House because it was an oversight in the statute. I am saying I believe that any objective observer would say that this assembly is totally superfluous with respect to this kind of legislation.

My question, which is addressed not only to the minister but also to the members of this committee and to the assembly generally, is: How do we discharge the function of dealing with this comprehensive legislation which includes the statute and the regulations? This compendium includes the statute and the regulations, but so that my colleagues will see it, these are the regulations. There is absolutely no way in which we have any forum for or method of coping with that particular problem.

The article goes on, after where I referred to the assembly being superfluous: "The legislation was entirely the product of the OSC in consultation with industry representatives. The version passed, Bill 7, was in fact the sixth proposed new Securities Act to be introduced since 1972, but it was the only one to get beyond first reading.

"With the introduction of each succeeding

bill, voluminous briefs were filed and many meetings were held with interested parties. As a result of such meetings, numerous amendments were made between first and second readings. The bill was referred to the standing committee on administration of justice in late April 1978 and that committee conducted a total of about 10 days hearings. It reported the bill out on June 21 and third reading was given on June 23.

"Transcripts of the committee hearings are kept on tape but they are not transcribed or published. The committee hearings were open to the public but since no advance agenda of topics was published it would have been impossible for an interested member of the public to make an appearance on a given topic unless he was willing to sit through 10 days of hearings.

"The committee issued no report on the bill. The bill was debated in the full assembly only on second reading and then only in the most general terms.

"The bill was amended in numerous, and in some cases important, respects in the standing committee, but not one change of those adopted was proposed from within the committee. The bill was, from the first word to the last, exclusively the work of the Ontario Securities Commission and the industry. No input into the legislation was made by the Legislature. The Legislature's role was merely a necessary formality to vote."

Others can read the rest of it if they are at all interested in my concern. I was not selectively reading from the report to serve my own purpose. I think it was very clear.

The second aspect of it, which again concerned me very much—and I understand the position which the Ontario Securities Commission took at the time, but it was immensely difficult for us in this assembly at the time, when the matter of Astra Trust Company, C and M Financial Consultants Limited and Re-Mor Investment Management Corporation was before the standing committee on administration of justice. One of the things which Mr. Knowles, the chairman of the commission, was going to do was issue a statement. It was only by the intervention of the committee and others about their concern of that that the commission quite properly, and indeed in my view very wisely, decided not to issue the statement because it would have been—again I am not talking in personal terms—it could well have been viewed as an affront to the assembly at that particular time.

As a result of that, on June 26, 1981, the securities commission issued a statement—and I am not going to read it at length—simply stating that until the legal questions were decided in the courts, they would not be making any further comment upon it except when lawfully required to do so. If anyone wishes me to read it, that is fine. It is published in the bulletin of the securities commission.

The other concern about the divorce between the responsibility of the commission to the assembly was raised. I do not want to overstate it, but in substance it was said that it was an independent body and was not responsible even through the minister.

I believe it was one of the members of the staff of the commission who said, after I had spoken, that they had appreciated my political science lecture number one, which indicated that a statute says that the minister is the Minister of Consumer and Commercial Relations who is responsible for the administration of the act and where the Ontario Securities Commission is tied to this assembly with respect to the vote of funds, and where the Securities Act states that the OSC is responsible for the administration of the act. Responsible to whom? I took the very simplistic view that it was responsible to the minister and through the minister to the assembly and was accountable to the assembly.

5:10 p.m.

Again, I am not expressing any particular personal concern about the matter. What I am speaking about is the legislative process, that we have a body which is so detached from the assembly that it went to the extreme of stating that in fact it was not responsible to the assembly.

I can well understand that. To the commission, we are not people informed on the work they undertake. We have no way of being informed. I get—I assume every member of the assembly gets—the monthly bulletin of the commission. Unless one has a very specific, particular interest, it is not likely that many of the decisions and orders of the commission are read or understood.

Another aspect of the same problem is that while the commission held lengthy hearings with the industry with respect to these regulations, we have no process in the assembly for our standing committee on regulations to be a part of the process of understanding what is going on. And there is no one in the assembly, that I know of, who could tell whether or not these regulations are within the authority passed under the statute. I assume everything is done in

good faith; I am not arguing that question. I also assume it is done, and part of the problem is that it is done, by men of intense knowledge of this complex, difficult area.

But the nature of the process is such that I guess I make a kind of a last plea that we try somehow or other, in consultation with the minister and with the securities commission and with the assembly, to sort out our responsibility and what we are going to be doing about it.

In a lesser degree, of course, the same problems will come up when the Toronto Stock Exchange Act, 1981, comes up, when the Commodity Futures Act, 1981, comes up, when the subsequent amendments of which I gave you what little knowledge I have of them come before the assembly. In a lesser extent it will come before us when the new Business Corporations Act, which now stands referred to this committee, comes before us.

There is a complex of questions there which I do not expect the minister to particularly answer today. I wanted to get on the record my intense concern about it. Some people can say that the assembly simply relies on the expertise of the government and the role of the goverment, and maybe my colleagues in the Conservative Party, sitting as they do on the government side of the House, feel that is quite sufficient.

But I can assure you, sitting as a member of the opposition, with a constitutional responsibility to understand the legislation which is enacted and to be in a position knowledgeably to criticize the legislation, that it is an intolerable position for us to be in. I do not expect that it will be changed. There is no magic about it, but I certainly wanted on this occasion to express my very deep concern about that complex of problems which I have raised in what I hope are a compendious form, even though I have gone on at some particular length.

Fortuitously, there are some other questions which certainly I can ask, but I would appreciate the opportunity of putting on the record now the items I would like the securities commission to address in the course of the hearings on this particular vote of the estimates. And, fortuitously, between now and tomorrow morning, whatever, for most of it I do not think they need any particular preparation. If they do, we have a little bit of time in which to carry it out. Neither am I suggesting that in the limited time available each and every one of the items I have jotted down can be dealt with.

I leave it to the ministry and the representatives from the commission to select, from the area I have spoken to, those which they believe are of topical public interest and which this committee should at least try to have some initial knowledge about. They are in no particular order of importance, from my point of view. They are simply matters which I jotted down and gave a number to.

I am not interested in whether they are dealt with in the order in which I have listed them or not. Perhaps I could put them on the record and we could deal with them, when the occasion comes, in such order as the commission feels is informative and topical. If certain of them can be best dealt with at a later date by a brief correspondence, I am quite content with that procedure.

The first item is uniformity of security legislation in the other jurisdictions in Canada, and the degree to which that kind of uniformity has been exchanged. I believe this is a matter which must remain within the jurisdiction of the Ontario assembly. I have never been one who believed it was a matter which should be abdicated to the federal government. So, I am not addressing that question, but the question which I think was raised in the weekly summary of October 12, 1979, dealing with progress towards uniformity in other jurisdictions. I would like to have information that would bring that up to date.

There is a most interesting reference underlining the complexity and the technicality of it in the remarks of Mr. Baillie on November 2, 1979, to the Vancouver securities seminar. He stated: "What might well have been a major problem was avoided by legislative acceptance of our suggestion that full implementation of the 'closed system' rules as to prospectus filings be postponed for 18 months. I am convinced that the closed system will contribute both precision and flexibility in what has always been an unsatisfactory area of the law, but I am not convinced that the provisions covering resale. . ." and so on.

I think the members of the committee would like to know exactly what the closed system rules are. If the 18 months have not already drawn to a close, it must be very close.

Let me make a disclaimer, Mr. Chairman. I did at one time have some knowledge of securities legislation in the corporate field, but I am not pretending that I have kept abreast of, or knowledgeable in, the field which is involved. Probably my background in the field accounts for the general concern I expressed.

The third item I have already spoken about,

that is the status of the draft proposed amendments and about the proposed Toronto Stock Exchange Act, 1981, and the proposed Commodity Futures Act, 1981. That, of course, relates to the key part of what I said earlier; how the assembly knowledgeably deals with such bills other than by making a visit to the Toronto Stock Exchange at the arrangement of the minister—just before we go to the racetrack to see how the parimutuel system operates.

Interjection: What about the censor board?

5:20 p.m.

Mr. Renwick: And now, with Not a Love Story, perhaps an evening of titillation with the cuts by the censor board—to which I took a relatively strong objection, even though the blandishments of the minister would have us believe that that would have been a great way to spend a day.

The fourth matter is that I note an increase in use of a concept of a limited partnership which, to you and me, Mr. Minister, was a statute on the books but one we very seldom ran into.

Fifth, I would like some understanding of the number of very substantive appeals to the commission for exemption from the provisions of sections 24 and 52 of the Securities Act in cases such as the Bache Halsey Stuart matter, and the matter of Mr. F. Joubin, of MW Resources.

The sixth matter is how the commission deals with the problems created by the proposed national energy program. I think it is important for us to have some sense of what effect program announcements impingeing on this field have on the commission, and how the commission must respond.

The seventh item deals with the questions of control blocks, and relates to section 99 of the Securities Act. I was thinking of the British Columbia Forest Products-Noranda-Alberta Energy Corporation matter and also the John Labatt and Dominion Dairies matter. The question of control blocks is not only topical; it is difficult, and involves judgement calls by the commission.

Some time ago, the commission was good enough to send me the policy with respect to that question. The information I have is dated February 22, 1971, and followed a request for comments about that whole question. I believe it is a matter about which some members of the assembly should be knowledgeable, because it is an essential ingredient of the adequate functioning of the financial markets as a matter of course, in my view. The select committee on company law was divided on it some years ago, when we considered it in a more rudimentary stage.

I have raised the matter of item eight, which was the statement made by the commission about Astra/Re-Mor et cetera. That again raised in my mind the specific question of the relationship of the commission to the minister, and through the minister to the assembly, under a system of responsible government.

Item nine is a question with respect to the registration of nonresident persons in the securities field, particularly under section 73 of the act, and what was known at one time as the ownership report, and presumably means the foreign ownership report.

Question 10 is the federal and provincial governments' financial assistance, or guarantees of support for Massey Ferguson, how that impinged on the securities commission and how the commission responded, taking, as I do, that their profound obligation is to respond in the public interest.

The eleventh item is the question, forever present in this time of corporate concentration, of the takeover bids. Whether it was the Noranda one, or the Campeau attempt to take over Royal Trust, or any one of the numerous other takeover situations, they must have caused very serious concern to the commission. It would be most informative if the commission could advise us on those issues.

Item 12 is the present concern—I think there was an editorial in the Globe and Mail not so long ago—about what has become known as uncommon equity securities. I understand that the hearing was held just recently on that matter. It would be helpful to the committee if the commission could bring us up to date about the problems and questions in relation to that.

Item 13 is the question of insider trading, which was always a matter of immense concern to us in the assembly years ago, and continues to be. I was thinking particularly of the British Columbia Resources Investment Company and the Kaiser question where there was, I believe, a cease-trading order against BCRIC simply because there were some questions related to insider trading.

Item 14 highlights the problem of the assembly's dealing with the question of disclosure of the remuneration of directors and officers of publicly financed corporations. The standing committee on administration of justice had an exchange with your predecessor on December

15, 1978, which was taken by the members of the opposition to be a repudiation of the commitment made by the previous minister to this committee with respect to that matter.

That is illustrative of the problem. It happened to be one of the few occasions where, if we had pressed in the committee when it was before us, the matter would have passed. But, because of our concern, we wished to make certain it was thoroughly canvassed in review, and that whatever necessary exceptions had to be made, and so on, would be done. The then minister, Mr. Grossman, we felt gave a straight commitment that that would be done and that an amendment would be carried out in due course. However, according to the transcript to which I referred, his successor, Mr. Drea, came to a different conclusion on it.

Again—I use that word not out of personal frustration, but in the sense of its being illustrative of the very real difficulty the committee has in dealing with this kind of legislation—my interest is in obtaining, succinctly, readily and for the public record, the kind of response which, through the minister, would stimulate a dialogue with the commission on these complex matters, so that we might begin to have some sense of what is going on.

All of us at least skim the newspapers, or thumb our way through the Report on Business, and when matters of topical business interest are around we tend to be interested in them. But I do not think we can disclaim our obligations simply by having sort of a general newspaper reader's interest in the topic. We have an obligation to understand, to some extent, this kind of legislation.

If there is a definitive decision by the assembly that from now on they treat this as rubber-stamp legislation, fine; it would certainly relieve us of a great deal of obligation. I am not trying to transfer my concerns to anyone. I am asking for the resumption of an adequate dialogue on all of these questions with respect to the relationship between the commission and the assembly.

5:30 p.m.

Not that it was of momentous significance, but I believe I spoke on the Securities Act in 1978. In any event, I expressed my generalized views about the need to have a cold, hard look at the commission and the public interest that was being protected, not in any critical sense, but it simply had not been done for a long time. I was very pleased to see that—and I trust it will be done not because I said it, but within the general framework of the concerns I expressed in 1978 about the commission and the role it plays, its responsibilities and its duties.

I was pleased to note that you and the chairman are embarked upon a consideration of those matters which, for reasons the press understands and I can never quite comprehend, they want to produce as a confrontation between you and the chairman of the commission. That may ultimately be so. I certainly would be extremely interested in knowing the brand of scotch you are going to drink the evening you put your feet up on the table with the chairman in order to discuss the alleged differences between you and him as to the purpose—

Hon. Mr. Walker: I might invite you along.

Mr. Renwick: That would be very nice. I would be glad to come along and drink the scotch while you settle your differences. I am very interested in it and, in a strange way, what I have said today comes full circle from my opening remarks to my closing remarks.

I do not know what my colleagues consider should be done about this kind of legislation. It just makes me extremely uneasy about the inadequacy of the method by which we pass this legislation, which is just an integral part of the integrity of the financial markets in Ontario, which are a gut part of the integrity of the financial community across the country—and a reputation in the financial world.

I have gone on at some length, but I thought it would be best for me to make the full statement and then hope that the commission will come to us in the time available and perhaps respond to some of those points.

Hon. Mr. Walker: Henry, do you want a quick beer?

Mr. Renwick: I emphasize just very briefly, I am not trying to dictate the order, neither whether in the time available we can deal with all of them. I wanted to highlight for my colleagues, for you, Mr. Minister, for the commission, the kinds of concerns which I, as a person who has some past knowledge of the area and a continuing, intermittent knowledge, have about it.

I am glad that Mr. Williams is here because I know he is the chairman of the standing committee on regulations. This kind of thing must be of immense concern to him. Are you still the chairman of that committee?

Mr. Williams: No.

Mr. Renwick: Whoever now is.

Hon. Mr. Walker: Henry, do you want to come up here beside me for a moment and you can help me answer some of these questions?

I share too, Mr. Renwick, some of the concerns you have raised, in terms of how does the legislative assembly cope with the legislation that is before it. It is, indeed, copious legislation, as you have produced by just showing us the actual copy of the act and its regulations, and it is complicated.

It reminds me of the corporation tax acts and that variety of things which you and I used to debate at some length back several years ago—probably very boring to many members of the Legislature, because it is difficult to come to grips with what is being said. It is very easy to get lost in the convolutions of the words. Often, it is just a very stange debate that goes on, usually between two people in the House. I was often greatful that you had some knowledge of it and helped me out a great deal in some of those acts, and similarly here, as you have gone through this rather copious and convoluted act.

But as to the general question, maybe Mr. Henry Knowles, who is now here beside me, and is chairman of the commission, might be helpful in addressing some of the questions posed. Obviously not all can be addressed in the three minutes that remain, but we can continue this. Are you here tomorrow?

Mr. Renwick: Yes, I will be here tomorrow.

Hon. Mr. Walker: We can continue this tomorrow at 11:30.

Where do you start, Henry?

Mr. Knowles: We will start, Mr. Renwick, with perhaps the easiest questions to deal with—I do not know that I can deal with them in three minutes—on the status of the amendments to the Securities Act. They were first published in December 1980 for public comment. Public comment was received. They were again published in late June or early July in revised form, reflecting in part the comments that had been received.

Following that 1981 publication in our OSC bulletin, we published a notice inviting anyone who was interested to come up and meet with the commission and its staff—and I think it was three or four successive days—to go through the amendments as suggested and the comments received. That process was completed in September and the staff was given the job of putting together the compendium, if you will, of those three sets of process for the purpose of forwarding to the minister this week or next week—I believe it is this week, if the staff can get it out in time—a suggested package of amendments to the Securities Act.

A step that has not been taken before is we propose to again republish the package that has been sent across to the minister, saying this is what the commission has sent to the minister, with a request that he introduce it to the Legislature, if it meets his approval to do so, with the hope that it could get rapid treatment in the Legislature. In the main it is housekeeping, trying to pick up some of the experience and get rid of some of the glitches that have come to pass since the enactment of the legislation in 1978.

There are some substantive matters dealt with in the proposed legislation and that is why we felt it appropriate to give the public further notice of what was going across to the minister. So to the extent that the public wished to participate in making suggestions to the Legislature, they would be in a position to know precisely what had been given to the minister or request it be brought before the assembly.

From there it would flow, Mr. Renwick, into discussing the accountability and the responsibility of the OSC to the assembly, but I hesitate to embark on it for something like 15 or 20 seconds, because I would like to flow through the whole discussion, if it is acceptable.

Mr. Chairman: May we take that as a natural break and with six seconds left to 5:40, we have to adjourn back to the House for private members' votes. So may we adjourn at this moment to reconvene tomorrow morning following routine proceedings in the middle of vote 1502, item 1? Good. Thank you.

The committee adjourned at 5:40 p.m.

LEGISLATURE OF ONTARIO

STANDING COMMITTEE ON ADMINISTRATION OF JUSTICE

Friday, October 30, 1981

The committee met at 11:44 a.m. in room No. 151.

ESTIMATES, MINISTRY OF CONSUMER AND COMMERCIAL RELATIONS (continued)

On vote 1502, commercial standards program; item 1, securities:

Mr. Chairman: Gentlemen, shall we proceed? We were last on the estimates of the Ministry of Consumer and Commercial Relations. Mr. Renwick, do you wish to take the floor?

Mr. Renwick: Mr. Chairman, as far as I am concerned, I made all the comments yesterday that I wanted to make, other than to add an item that I omitted to state; it would be item 15 of the numbers I have. It is the fixed commissions question, which has been around for a long time. I would be anxious to hear the response of the minister and the chairman of the commission.

Hon. Mr. Walker: Mr. Chairman, I would like to ask Mr. Knowles to answer specifically the questions posed yesterday by Mr. Renwick. There were 12 or so questions, and Mr. Knowles had started to answer one or two of them yesterday. Perhaps he could continue with that now.

Mr. Knowles: Mr. Chairman, I was responding to Mr. Renwick's question with reference to the status of the statutory amendments that are being proposed. I had advised that I hoped they would be available this week or next week. I took the opportunity overnight to check, Mr. Renwick.

Those statutory amendments will not be published until next week. They should be in the bulletin that comes out a week today, which is received a week this coming Monday or Tuesday. They will have proposals to the minister for amendments to the statute. If he approves, we hope he will bring them to the Legislature.

Another question in the same general area related to the status of the review of whether individual director remuneration should be required to be disclosed. I took advantage of the opportunity of the time that was made available since the question was posed to phone the office of the director of corporations in Ottawa, with whom the Ontario Securities Commission had been working.

The status of that is there was an active review in the legislative committees of that subject matter. I have been informed, but not of my own knowledge, that as a result of that review by a committee of the Legislature, it was determined additional information was required with reference to whether the remuneration of directors should be aggregated or shown separately. The federal authorities were looking into the very same question, and the OSC staff was asked to work with the federal authorities on that subject.

In the light of the economic happenings that have taken place over the last two years or so, I am told by Digby Vietes of the Department of Consumer and Corporate Affairs in Ottawa that it has remained on the federal agenda as a priority that keeps getting bumped down by virtue of more important federal programs and initiatives that are going on.

Last spring, the Quebec authorities proposed in a white paper the individual disclosure of director remuneration and held public hearings on that subject among other subjects. They made a proposal to Mr. Jacques Parizeau, Quebec Minister of Finance. The extent of that proposal has not been made public, nor has Mr. Parizeau's decision as to whether to require that individual director remuneration be shown.

The OSC's posture at this time is that we would like to work with the federal authorities and the Quebec authorities to have the same disclosure requirements required by each of the three jurisdictions. Mr. Vietes advised me this morning that is also the hope of the federal authorities.

Because the issue is actively being pursued at the present time by the Quebec authorities, we have determined that the OSC should await their decision. If their decision is to require disclosure, we would ask if they would share the comments they received with us so we could make an appropriate recommendation in this province and similarly in Ottawa.

If their decision is not to disclose it, we would ask if they would share with us the briefs presented to them that convinced them the

disclosures should not be made. Again, we would review them independently and, one would hope, make a recommendation to the minister to bring it before the Legislature.

That is the current status of the individual disclosure of director remuneration. I spoke with the chairman of the Quebec Securities Commission a week or two ago, and he anticipates that there will be something coming forth from the Quebec National Assembly in the early winter session. It would come forward perhaps in the form of a draft bill on securities regulations for that province.

That leads me to the next item of one of the questions—these are not in the order that Mr. Renwick proposed them—dealing with the subject of uniformity and compatibility of securities regulation in this country.

The OSC posture for many years, under the direction of the Legislature, has been to seek wherever possible either uniform laws or compatible laws across the country in recognition of the fact that the capital markets are not provincial but are indeed national if not international in context. In that connection, when Mr. Renwick was actively engaged in the field, there was a great degree of uniformity from Ontario westward and not so much uniformity from Ontario eastward.

A result of the introduction of the 1978 statute in Ontario was to knock out a large degree of that uniformity, in that Ontario, being a large population centre and the leading financial capital of the country at the present time, had deviated from the uniform path. That all predates my intimate experience with securities regulation. The members of the Legislature who participated in the passage of that 1978 act would be better versed to discuss that.

11:50 a.m.

As a result of the introduction of that statute, the staff and commissioners of the Ontario Securities Commission have been working to achieve uniformity or compatibility across the country, obviously because of the mandate imposed by the Ontario Legislature to try to persuade the other jurisdictions that the laws of Ontario are the format or the forerunner that should be adopted by those other jurisdictions.

Working from Ontario westwards, the Legislature of Manitoba has passed an act that is substantially the Ontario act but has not proclaimed that act in force. I am told by the chairman of the Manitoba commission that the prime reason it has not been proclaimed in force is that they are aware there are amendments required to that act to get rid of glitches. They would rather bring their act forward with all those glitches removed; so they are awaiting the activity of the Ontario Legislature, when the amendment package is ultimately presented to it, to get rid of the areas that are causing difficulty in Ontario.

I am advised by the chairman of the Saskatchewan commission that that province is not doing anything at the present time to amend its securities laws, which are substantially those that existed in Ontario prior to the introduction of the 1978 act.

Alberta is in the very active stages of bringing forth a new securities act that will adopt some, but not all, of the Ontario format. We are not privy to what is going to be brought before that Legislature. In the efforts to work out a compatible relationship, we have tried not to seem heavy-handed or prying in getting advance information. The officials in that province—the appointed officials as opposed to elected officials—are well aware that we are anxious to see their draft bill and to have the opportunity to comment upon it.

British Columbia is in a mode substantially similar to that of Alberta, in that the appropriate minister out there has given instructions, we are told—this is secondhand information—to prepare a draft securities bill that will provide securities legislation of a type that is second to none in North America, as opposed to Canada.

I am also told by reputable sources in British Columbia that they are actively considering moving to a commission format as opposed to the present format of a superintendent of brokers, a single individual who makes determinations of various kinds. If those determinations are not acceptable, resort would be directly to the courts.

They are reviewing putting in a commission, not dissimilar to Ontario's, with functions not dissimilar to Ontario's but not of the same size as Ontario's. I think they are thinking of a five- or six-member commisssion.

That is strictly hearsay, Mr. Chairman. I am just reporting. I returned recently from Charlottetown, where there was a conference of Canadian securities administrators, the first one in history in which all the provinces and the two territories were represented and exchanged views.

Working from Ontario to the east, Quebec, as I mentioned, has introduced a white paper. People have had the opportunity to comment upon it. It is not legislation that is identical to,

nor does it follow the format of, the Ontario legislation. It works, on paper anyway, as a very compatible system and would not cause any cracks in the provincial administration of the capital markets of the country.

The proposed bill in Quebec—I do not believe it has been introduced as a bill yet—did not contain an equivalent of the Ontario follow-up offer. I am told, again by fairly reputable sources, that it had been proposed that there be no follow-up offer in Quebec, in return for which the private agreement exemptions would be reduced to single families. However, the founders of the corporation-type private agreement have reopened that question and it is under active discussion as to whether they will expand the private agreement exemptions and correspondingly consider putting in a follow-up offer provision.

The Atlantic provinces, with Newfoundland absent, suffer from a lack of funds and direction. They had started some years ago, prior to my going to the Ontario Securities Commission, a format to come up with an Atlantic provinces uniform securities act. Indeed, they appointed a committee with representatives from, I believe, New Brunswick, Nova Scotia and Prince Edward Island. My predecessor, Mr. Baillie, had corresponded with that committee.

The will to come up with a uniform act for the Maritime or Atlantic provinces seems to have been lessened because of more pressing matters for those provinces' Legislatures to consider—items of more immediate concern to them in the economic area and other social areas.

I am told the committee still exists but it is not very active. I asked specifically if a draft bill, which was not available to anyone other than the members of that committee, would be made available. The answer was no. With lack of funds, the appointed authorities in those provinces saw little likelihood of that being pushed forward on any current time frame basis. I think it is unlikely that the securities laws of those three provinces will be substantially changed in the near future.

The province of Newfoundland has other things on its agenda, and I believe, from the information that was given to me, securities regulation is a very low priority of the Newfoundland Legislature and, indeed, the community.

That fairly well brings up to date the status of what is going on. I left out the territories; their laws are, basically, laws that existed in some of the other jurisdictions prior to the new Ontario 1978 act.

From the conference that was held in Charlottetown, the will to come up with a system of working the securities laws together across the country exists, and it is a very good will. People are straining to come up with either compatibility, the phrase that Quebec prefers rather than the word "uniformity," which is not acceptable in their vocabulary for discussing the matter. In the other provinces, uniformity is a very good will.

Some of the securities authorities in other provinces recognize that as Ontario goes, so goes the nation in securities laws at the present time. That sometimes is beneficial and sometimes is detrimental in trying to arrive at solutions to matters.

The national policy system, where the securities administrators in the various jurisdictions adopt a uniform policy from coast to coast, is alive and well and still functioning. It is suffering from some old age and from some antiquated concepts and needs revamping very much. There again it requires time, personnel and money resources to bring that about. But I would say that, bearing in mind its age, it is relatively healthy, and the will to maintain its health exists among the administrators themselves.

Either this week or next, a policy on financial projections will go out that has been adopted by Ontario, Saskatchewan and Quebec. The other provinces have agreed to take a no-action stand on it. What was becoming a rift or difficult area for the financial community, in that they were having to file different prospectuses in different provinces because some allowed projections and some did not, will disappear with the introduction of this new policy, and they will be able to go back to a single prospectus.

I think that fairly well completes the position, Mr. Chairman, on the status of uniformity and compatibility across the country.

12 noon

Hon. Mr. Walker: Mr. Chairman, may I ask a supplementary to that comment? In the first part of September, I met with the ministers responsible for consumer and commercial relations across the country in a conference in Quebec City.

Many of us, in informal chats, understood some of the problems of uniformity. I am trying to say that some provinces are more directly concerned about it than others. Some of the provinces, particularly the ones to the east, excluding Quebec, do not have the same interest in uniformity.

We agreed that the ministers interested in securities, or having large securities interests in their provinces, would probably meet before too long. We would meet with a view to attempting to achieve a degree of Quebec's work on compatibility and uniformity. That likely will be at the call of Alberta, which has undertaken to sponsor the effort.

Mr. Renwick: Thank you.

Hon. Mr. Walker: Your question was asked in the context of a national jurisdiction, which I think you were trying to negative. We agree entirely with that view.

Mr. Renwick: I am pleased to hear that.

Hon. Mr. Walker: Would you like to go on with the next question?

Mr. Knowles: I would like to deal with what I would call some of the current issues that Mr. Renwick has raised. On the one that he raised this morning, on fixed commissions versus deregulated rates, there has been a hearing called for, I believe, November 23 to take place in this city.

It will be a joint hearing of the commissions of British Columbia, Alberta and Ontario, with the Quebec securities administrators assuming what we call an official observer role. They assume that role because their statutes specifically forbid them from sitting outside of their own provincial boundaries. Quebec will hold a commission rate hearing, if I may call it that, either shortly before or shortly after the joint hearing to be held in Ontario.

The purpose of calling the hearing, which may seem a form of activism by the commissions that have called it, generates from the history of the subject matter. When the matter was last delved into in an official public hearing and it was determined not to deregulate the commission rates, it was also determined that this decision would be reviewed within two to three years.

That time frame went by some time ago. As a result, the Ontario commission contacted the other commissions to determine their interest in the matter along the same lines of trying to get uniformity across the country.

We found that the two western commissions would like to sit in. Those commissions were selected because each of them has within its jurisdiction a stock exchange. Manitoba, as a matter of courtesy, was invited to attend because of the Winnipeg Stock Exchange; but, because of the relative inactivity of that exchange and because of their budget constraints, they would prefer not to be involved.

Quebec is very anxious to consider it. You may have noted a recent increase in the public press in dealing with initiatives being taken by the Montreal Stock Exchange on various fronts in an attempt, I would assume, to reactivate or revitalize Quebec's financial markets. The Quebec authorities were pleased to join in an official observer capacity in Ontario.

The reason for having the hearing with the other commissions in Toronto is an attempt to save the industry the inconvenience and the costs of having to travel to the four jurisdictions to put on separate presentations. I should advise you that in most of these instances, although not in this particular one, the holding of joint hearings takes place with the applicants for the hearing bearing the out-of-pocket expenses of the travelling commission and their staff members; so there is no cost to the taxpayers of the jurisdiction that has moved.

The subject matter is timely in that there now has been some history from the United States since the deregulation of their rates. I could not forecast which way the commissions would go or indeed whether they would be uniform. The securities administrators in the jurisdictions involved, those with the main exchanges, have acknowledged that if one jurisdiction determines to deregulate commission rates, that in itself would have an impact on the financial markets of the other jurisdictions where there are exchanges.

In recognition of that, there is a gentlemen's understanding by the securities administrators that if one jurisdiction determines to deregulate commission rates, it will make the determination but postpone the effective date for some months to allow the other jurisdictions to react to the decision that has been taken.

I am reluctant to get into discussing that too much, from the point of view that it would sound like somebody has made the decision to deregulate, and that is not the case. The decision was made that we should discuss it because it would have an adverse impact if Quebec were to deregulate and Ontario were to regulate; that might be of some considerable disadvantage to the citizens of one or other jurisdiction.

The effective date postponement we have arrived at in this gentlemen's understanding —and I hasten to say that, because it is not a legally binding arrangement—is an attempt to allow the other jurisdictions to react if a reaction should be required.

The Ontario Securities Commission has

retained two expert witnesses to advise it in terms of what the impact of deregulation versus regulation would be and the consequences of it. One is a present commissioner of the Securities and Exchange Commission in the United States because of their familiarity and lead in the deregulation role. The other is Mr. Irving Pollack, a former member of the SEC and now a private consultant operating in New York and Washington. He was retained because of his great experience as a regulator and is now experienced as a person in the private sector seeing the impact upon it.

We have been very successful in getting those gentlemen to come at substantially reduced rates compared to their normal private and public sector rates. Although we think the remuneration is more than fair from Ontario's, the payor's, point of view, they have come on the basis of almost an international uniformity. They feel there is an obligation to bring us up to date on the current learning in the United States; so they have made their time available.

Those hearings are taking place in one of the courtrooms. I believe it is courtroom 19 in the new courthouse in downtown Toronto, which the staff of the commission arranged because of the number of people who will be attending it both as listeners and as speakers. It is anticipated that they will last up to three full days; so three days have been reserved for that.

Following that hearing, the Ontario Securities Commission will meet and ultimately will make a recommendation to the minister as to whether the rates should be regulated or deregulated, depending on the testimony that is brought forth and the impact that one or the other may have on the capital markets of the province.

Mr. Renwick: Would you hazard a guess as to the time you would need to consider it and make a recommendation to the minister?

Mr. Knowles: I think it is of sufficient importance to those people who charge the rates that they not be kept waiting, so they can do their economic planning. I would hope the hearing would be concluded by the end of November, which is what we have planned for.

Bearing in mind that December is a somewhat broken month with holidays, I would hope there would be a written decision of the commission with a recommendation to the minister by no later than January 31 and hopefully before.

Mr. Renwick: Thank you. Mr. Chairman, that fairly well completes the status of that.

12:10 p.m.

Mr. Knowles: Because it seems to flow along the same lines, I would like to speak to Mr. Renwick's comments concerning the uncommon equity security hearing that took place in this city in September.

This is perhaps one of the most difficult ones for me to address. The holding of the hearing was not so difficult, but the trappings that went with it caused the commission to receive a great deal of criticism, some of it justified and some of it unjustified.

Perhaps, with your indulgence, I will just go back into the history of it a little bit so it can be more easily understood.

Last year there was some concern over the use of uncommon common shares in the public marketplace.

Hon. Mr. Walker: I think defining uncommon common shares might be beneficial to those in this gathering today.

Mr. Knowles: The concept of uncommon common shares comes from trying to distinguish what historically has been known as a common share, which is a share that has the residual equity in the corporation, or the ultimate ownership, if you will, and carries with it the democratic franchise of one share, one vote. The roots of that go back to the United Kingdom of many decades ago.

Over the years, the capital structure of corporations has been varied. In large part, the common share has remained the ultimate democratic instrument of residual ownership. The term "residual ownership" means there are claims on the worth of the corporation that take priority over the common share. The easiest understood is debt, which ranks as the head of any share. There are different types of debt, as you are well aware, secured and unsecured, down to the preferred share, which generally ranks ahead of any form of common share as a claim against the assets and the income of the corporation.

For many years, there existed nonvoting preferred shares, and that was a very common capital structure that consisted of common shares owned by the ultimate owners of the corporation and preferred shares owned by those who wanted a prior claim, generally in the event of dissolution and in the event of prior claim on the annual income of the corporation. There were many varieties of those securities, and I will not bore you with them.

With the advent of the Gift Tax Act refinements in the old Income Tax Act, the one prior to 1971, the tax planners found it difficult to use

the capital structures that were then available to accomplish tax-free gifting and to shrink the size of the estates that would be taxed by the federal authorities.

Around that time, and there is no precise date, imaginative lawyers and accountants started coming up with variations of the old tried and true capital structures that would save their clients taxes. With the advent of the new tax act and the difference in treatment for capital gains and income, it became increasingly important to be able to play with the capital of the corporation again for the purpose of saving federal taxes for your client.

Following that, the legislatures of some provinces and the federal government embarked upon programs that required, by virtue of the law, discrimination against some people. There are discriminations against non-Canadian citizens and residents and other classes. There are discriminations against the number of shares individuals may hold. All of those things led to further refinements of the capital structures of corporations.

As these things happened, the public marketplace found that it was advantageous, from the point of view of the issuer of securities and of that issuer's agent seller, the financial intermediary, to classify some of the shares that did not have the full historical rights that attach to the common share. It made the marketing of those shares easier from the point of view of the issuer and its financial intermediary, because you were selling common shares, which carried with it a whole panoply of thoughts and concepts.

The uncommon share is a share that is sold as a common share. There are many variations of it, so it is difficult to talk without notes in front of you. The two main variants are the uncommon share of class one, if you will, which has no vote, and the uncommon share that has one vote while the common share of the same corporation has multiple votes—hundreds or thousands—so that the one vote is an illusory participation in the democratic affairs of the corporation.

Those securities, being in the public market, themselves create only one problem; in association with the shares that carry with them voting control, they create a multiplicity of problems. The problem they create in themselves is that in takeover situations the uncommon common shares do not participate, in many instances, in the premium that is being offered to take out the true controlling voting shares of the corporation. In addition, in a takeover situation one can go after only a set class of shares. So to take over a corporation controlled by Mr. Renwick, I would have to acquire only his common shares and I could ignore the uncommon shares held by the minister, which would then leave the minister holding his uncommon shares at the whim of a new master if it had control of the corporation.

I am not in a position to disclose names, but there are issuers who, it is generally believed, have abused the marketplace by the treatment they have accorded the security-holders of their corporations who hold uncommon shares. The uncommon share does not necessarily get the right to participate in a meeting, to speak or whatever.

The two main abuses come from the inability to participate on a pro rata basis in a takeover and the inability to have any direction over the affairs of the corporation, all while one is holding what is supposed to be a common security of that corporation.

The benefit from the issuer's point of view obviously is that one gets tremendous leverage by issuing what appears to be common stock rather than debt and getting to use the leverage to enhance the residual value of the true common share at the expense of the person who has put up the leverage money in the uncommon share. This concern was shared by other commissions, particularly those in the provinces of Quebec and British Columbia and, to a slightly lesser degree, the provinces of Alberta and Ontario.

Discussions took place and a decision was made to call a public hearing to inquire into the utilization of these types of securities in the public marketplace, not in anything to do with tax planning for private individuals and private corporations but with regard to whether it was an appropriate instrument to have in the marketplace for the public.

The calling of that hearing took place last spring, and it was set for some time in the fall; I have forgotten when, because the dates have been changed on many occasions.

All was quiet. Then one day during the latter part of July, I think—though I could be out of sequence by two or three weeks in either direction—I received a call from the chairman of the Quebec commission, who told me he had been advised that a buildup of proposed new issuings of uncommon common shares was to hit the marketplace before the scheduled date of the hearing so that grandfathering status could be claimed in the event that the hearing

took place and it was determined that the uncommon common shares should not be allowed in the public marketplace.

12:20 p.m.

As a result of that call, I spoke with the superintendent of brokers in British Columbia and with the chairwoman of the Alberta Securities Commission, Joanne Veit, who is now Madam Justice Veit of the Alberta Supreme Court. I also spoke with Mr. Bunting, president of the Toronto Stock Exchange, and the chairwoman of Alberta and the superintendent of brokers in British Columbia spoke with the corresponding executive officers of the exchanges in their jurisdiction, as indeed did Mr. Guy speak with the president of the Montreal Stock Exchange.

Those conversations took two or three days to take place, because people had to wait to get answers and so on. It was determined by the exchanges in the provinces of Quebec, Ontario and British Columbia and by the commissions in Ontario and Quebec and the superintendent in British Columbia that a moratorium should be placed on the issuance of new securities of the uncommon common type.

Alberta determined that it wasn't relevant to the province of Alberta, and indeed Alberta may well encourage the use of uncommon common shares because of the peculiar nature of the financing that was required in that province to foster particularly the development of the oil, gas or other related natural resource corporations in that jurisdiction.

The moratorium was announced as a joint moratorium by the three securities administrations in those jurisdictions. At the same time, the exchanges in those jurisdictions introduced a moratorium on listing additional securities of that type.

Although I have told you that it took place over some days, it was also done under pressure to try to get something out. The first announcement that went out was too broadly worded and it created near panic on the street. It appeared from a reading of the announcement that went out that there could be no preferred shares or almost any other type of security you could think of. You might have been caught by it.

We reacted to that by attempting to amend it and by saying we weren't talking about nonvoting preferred shares or anything like that; we were talking about the uncommon common shares. That relieved some of the pressure or animosity that was building up, because the commission, with the others, Ontario being the lead, was considered to have acted in a heavy-handed fashion and to have threatened the efficiency of the capital markets by so acting.

In an attempt to get around that, we sent out a further announcement saying we didn't intend to catch preferred shares and we didn't intend to catch anything, in effect, other than uncommon common shares.

There was considerable pressure to lift the moratorium. We resisted that, because it appeared to us that the information which the chairman of the Québec commission had received, that there was a buildup to potentially claim grandfather status, was correct information and that this was inappropriate. So the moratorium stayed in place and, indeed, it is still in place to this day.

Some of the criticism that came in was very justified. It came in, for example, from the Nova corporation, the old Alberta Gas Trunk Line Company Limited, where their share structure is fixed by statute in the province of Alberta. They have these securities by statute, and there is nothing they can do about them. We received legitimate criticism from people subject to the Canadian Radio-te'evision and Telecommunications Commission regulations, which require that you have a constrained share.

In recognition of the legitimacy of some of the criticism, the hearing was advanced by, I believe, some four or five weeks from its original date in the provinces involved. All agreed to the advancement of it, and indeed Alberta asked to be included in the hearing.

The hearing took place, I believe, on September 23 or thereabouts of this year in Toronto. The superintendent of brokers was there; the acting chairman of the Alberta commission was there with one of his commissioners; one of the vice-chairmen and one of the members of the Quebec commission were there, again as official observers for the reasons I gave before; and several of the Ontario commissioners were there.

I believe, and I am going by recollection, that 91 briefs were submitted, which is the largest number of briefs that had ever been submitted to the Ontario Securities Commission on anything it had put out for public comment. Numerous witnesses appeared, including the Toronto Stock Exchange and the commission staff.

I should back up for one moment on that. Of the 91 briefs—if that's the correct number, and it's certainly within two or three of the correct number—there were about three that advised

us to leave the situation alone. The bulk of the writers of the briefs, as you can imagine, were corporations that either had or were planning to have uncommon common shares.

All of the briefs, other than the three or four to which I have referred, acknowledged that the uncommon common share, if it were to be continued in the marketplace, should only be continued in the marketplace with some variations.

There were two prime areas of variation on which almost all agreed; there were many variations within the agreement, but I am speaking of broad areas of agreement, if you will. First, they agreed that the disclosure requirements were insufficient and should be substantially changed. Indeed, some suggested that if the securities are to be traded on the exchanges, as it's proposed they should be, either they should be designated as nonvoting shares or given some kind of designation to warn the reader that they aren't the ordinary common shares, or they should be reported in a separate section, not in the standard stock quotations in the newspaper, like the unlisted or the over-the-counter trading.

The other broad area on which almost all agreed there should be some variation was in the takeover area: there should be some requirement that in a takeover situation the uncommon common share be required by some formula or process to be allowed to participate in the takeover situation, whether you place the obligation on the offerer in a takeover or on the offeree.

Indeed, many of the corporations that appeared before us through their officers or agents had made private agreements to the effect that, if the common share were taken out, in some agreements some of the uncommon shares would immediately become voting, and this would put the obligation on the offerer: he's going to have some voting securities out there.

In other agreements, if the owner of the common share takes the takeover bid, he will only take it if he gets a corresponding offer for the uncommon common share. In still others, they said: "That's just the marketplace: caveat emptor. The premium in the takeover is mine, and if they are left they are left. They knew that when they came in." This is the philosophy espoused by disclosure-means-everything and no blue-sky requirement, if you will, in terms of how they are marketed.

The hearing took place. There had been some discussions with our fellow commissioners. The province of Alberta had determined to hold a further hearing, because they now participated in this hearing as a joint hearing in Ontario. To give their local residents, the inhabitants of the province of Alberta, the opportunity to be heard in their own province, they asked us, Quebec and BC if we would defer action on the hearing we would have in Ontario while they gave notice of and held a hearing in Alberta where local representations could be made. I believe this hearing was to have started on October 28 and was not expected to last more than two days, because most of the people from Alberta had given briefs here.

The one area in which there was speculation that there would be some new testimony, if you will, came from the presentations at the Toronto hearing by the Toronto Stock Exchange and by the Ontario Securities Commission staff.

The participants, the 90 or 91 people who responded, said before our hearing that they really hadn't had time to digest the recommendations being made by the stock exchange and the OSC staff and they wanted the right to make further comment.

We invited any who did to write to us—we collectively; the other provinces, not just Ontario—and several said they would make their representations on the Toronto Stock Exchange brief and the Ontario Securities Commission staff brief before the Alberta commission and would send us copies of the presentations they made. The odd letter or two of representation on that is now starting to trickle in.

I expect that the decision following from that hearing will be out by the end of November or the middle of December. There was great fear that there would be an immediate delisting of the securities on the market if the decision were against the securities and that this would abuse people in the marketplace and small investors who had bought the securities at the outset of the hearing with the concurrence of the other jurisdictions present.

12:30 p.m.

I stated that there was no intention of ordering the delisting of any securities that were currently on the market. In the event that the hearing went to the effect that there should be some restraints on uncommon common shares, the grandfather status would be recognized somehow. Because you can do it in a multiplicity of ways, I tried to be general. Just leave them alone; then you have to question additional issues of the same securities, ordering a change of them over 10 years.

There is a whole spectrum of ways of dealing with it. I am obviously not in a position to disclose the discussions I have had with my fellow commissioners on our views of the evidence presented to us, nor am I in a position to share with you at this time the views that those in other jurisdictions have been kind enough to share with us.

The commission will decide to what extent it requires action by the Legislature or consideration by the Legislature. I assume that the minister would bring it before the Legislature or a committee of the Legislature for discussion. To the extent that it becomes a nonissue, I assume those who are interested will note it and pass on.

That is a fairly accurate statement of where we are at the present time in terms of the uncommon equity. I reiterate that the calling of the hearing was not so much a lightning rod, but the moratorium certainly was and continues to be a lightning rod for adverse comment on the Ontario Securities Commission and obviously, through that, on its parent, the Legislature of the province.

Mr. Renwick: I appreciate that lucid statement about a difficult area. Thank you.

Mr. Knowles: Mr. Chairman, Mr. Renwick also commented on the increasing use of the vehicle of limited partnerships in the public marketplace. Those in the recent past, anyway, generally have been limited to the private placement sector, the small group of people.

I have some knowledge of this from my background in the private sector, and that has been augmented since being at the commission. With the advent of the federal taxation scheme in 1971, the use of a corporation became economically disadvantageous in many circumstances, particularly in startup situations.

As a result of that act and the incentive programs initiated by the federal government in the areas of encouraging the formation of capital for natural gas new ventures and for the building of multiple-unit residential premises, going the route of partnership was the easiest vehicle to achieve tax savings that were intended in many instances, and unintended in some, by federal authorities. With the spectre of unlimited liability, or in some cases limited but huge liability, the limited partnership became the popular vehicle to deal with.

The sophistication of the use of limited partnerships developed largely in Alberta because of their natural gas background. The people in Alberta were by far the leader in developing these vehicles for public market use. Advisers in other jurisdictions, as you are aware, sir, from your background, did not take long to find out that marketing the securities was an advantageous route to augment their own pocketbooks. They were used increasingly; indeed, the Ontario Legislature saw fit to amend the province's Limited Partnerships Act last year, I believe, to bring it up to date in terms of the modern economy.

They are used increasingly; unless federal tax laws are changed substantially, they will continue to be used increasingly. It has created some difficulty for the administrators of securities laws. Dealing with the old-fashioned, stillin-existence corporate vehicle, administrators had a great comfort level, in terms of the blue-sky element of their obligations, from the corporate law that imposed rights on or for shareholders, how to settle disputes, entitlements to information, entitlements to meetings and so on.

None of this exists in the area of limited partnerships or indeed partnerships themselves, other than the old common law which was somewhat cumbersome in today's economy and society. Attempting to create a constitution from which individual's rights would flow, there being no constitution in terms of a corporate statute, the prospectus clearing function of various administrations had to review, in detail, partnership agreements consisting of many pages.

That created a large backlog in various commissions' prospectus clearance operations, because each document in effect became a tailor-made document. You could rely on nothing that said it is a corporation under Alberta law. You know what that meant. You simply had to sit down and read the partnership agreement and try to think of all the loopholes that are in it or not in it, then pass on it from a blue-sky point of view as to whether it should be available for marketing in this province.

A large element of this tailor-made aspect still exists. It slows down the prospectus clearance function which creates its own waves backwards into the whole system. Until some form of legislated mandate as to partners' rights exceeds that as currently exists, that problem is going to continue.

Another area of concern with these financial instruments, if I may call them that, is that the secondary market has no effective way of dealing with them at the present time. By that I mean, for those committee members not quite current with how capital markets operate, if you

buy a security and it is listed on an exchange, you are all quite aware it is very easy to sell it through the mechanisms of the exchange. If you buy an ordinary common or preferred share on the over-the-counter market, there is a trading market.

If you buy an interest in an Alberta oil and gas limited partnership, or an Ontario mining limited partnership or a multiple-unit residential building in Scarborough and you want to sell it, to whom do you sell it? To whom you sell it is the secondary market.

We continue to discuss with The Toronto Stock Exchange, other administrators and other exchanges, to see what mechanism can be put in place that will create a marketplace, a secondary marketplace with appropriate safeguards.

At the present time, The Toronto Stock Exchange has a discussion paper out among its own members on dealing on the secondary marketplace and whether there should be quotes or over-the-counter systems or whether you could put them in the computer-assisted trading system of the Toronto Stock Exchange or something along that line.

Until federal tax laws are changed, I can only see the use of the limited partnership financial vehicle increasing in the capital markets. There will be attendant problems in that area until a universal partnership constitution exists, a shareholders' constitution, and until appropriate vehicles are developed, whether they are exchanges or something else for dealing with them on a secondary market.

Mr. Renwick, I think that will be a problem for the next five to 10 years. Under those securities that are currently outstanding, I think it will create some tremendous scandals. I think there will be some very unhappy and abused investors who have purchased these securities. They are new, they are innovative and they are going to carry with them both great rewards and great hardships as the next decade unfolds.

12:40 p.m.

Mr. Renwick: I appreciate again the explanation of the status of them. I recognize that the sudden resurgence of the use of a vehicle such as a limited partnership has such grave implications with respect to how people are dealt with once they are involved in public marketplaces.

I assume that the ministry, Mr. Minister, will ensure that our Limited Partnerships Act at least will be as current as is possible for an act to be to meet some of these problems that may arise, perhaps in anticipation rather than in reaction.

I know that the Premier (Mr. Davis) would be quite adverse to any suggestion that the longest floating crap game at Queen's Park should be reconstituted in the form of the select committee on company law, but I would certainly welcome a suggestion that it be reconstituted as a select committee on limited partnerships.

I am glad the chairman was forthright about the problems that will be created because of the use of this vehicle. I think studying it would be a very useful exercise.

I am never opposed to innovative uses of vehicles. That is not the point. Our problem is an understanding, a thorough public understanding about what the hell is taking place, which goes a long way to alert people to what the dangers might be. I simply make that as a comment and as a suggestion of something you might feel worthy of consideration.

Hon. Mr. Walker: Certainly the select committee on company law, which has run some significant time now, since about 1966 or 1967, has come to grips with a number of very complicated areas in the whole area of company law. Insurance law particularly is related to our own ministry, and many of the recommendations have found their way into law. It has sometimes taken a year or two for the reports to get in, but I know we still refer back to the reports.

Not too many days ago, the superintendent of insurance referred back to the 1976 report of the select committee. That is an interesting vehicle. It sort of touches on another question you commented on in your preamble yesterday; that is, the relationship of the Ontario Securities Commission to the Legislature, and how assembly members can come to grips with extremely complicated clauses and sections in an extremely complicated act that is very difficult to keep current and where the meaning of individual paragraphs, sections or clauses is difficult to understand.

But the select committee is an interesting route. We know a number of recommendations will come forward eventually from the commission. Some questions that may be addressed in the next six months or so involve uniformity as well. It seems an opportune time for us to blend into that the whole question of limited partnerships and some of the concerns that Mr. Knowles has about an impending decade and some of the problems and abuses that may develop there.

Perhaps all of these might well fold into the same kind of discussion that a committee might

deal with over a summer or over a winter. It does seem timely to funnel everything towards the impending summer.

Mr. Renwick: Mr. Chairman, I have advised by our whip that there is likely to be a vote before one o'clock on the interim supply motion.

Hon. Mr. Walker: We heard just the opposite.

Mr. Renwick: Did you?

Hon. Mr. Walker: We gather Dr. Smith is filibustering. That resolves the problem. Mr. Bradley might be more aware of it.

Mr. Renwick: There is a limited time in estimates. It certainly would be helpful to me if there were some way in which the information on the various other selected items could be available to the committee without taking up time at the expense of other areas that have to be dealt with.

In addition, I will not be here next week. I do not mind the odd innovation. If the chairman of the commission does not feel it is too burdensome a requirement, perhaps a synoptic statement on such other matters I raised as he sees fit to comment on at this time could be prepared. Perhaps there is some mechanism by which it could be appended to the Hansard report of today's committee proceedings, some way such as that, so those of us interested in it would have an opportunity to read it and to comment on it. I do not know whether that is a possible way.

Obviously many of the other matters are of equal concern and importance to me. I do not want to encroach on it, nor do I want to encroach on the time of the commission. This has been a very useful session for me. I would like it to go on longer. I would be quite happy if there were some way in which the commission, understanding what I hope will be a revived interest by this committee in the work of the commission, could append synoptic statements on the various matters to the report of our proceedings, and the work of the committee could go on into other areas.

Mr. Chairman: Mr. Renwick, the minister has indicated he thinks that is possible, to have it supplied in writing to the committee, in regard to the remaining questions you have. Is that satisfactory, Mr. Minister?

Hon. Mr. Walker: We could probably see that brief comments are provided on each of the matters raised remaining here. Some of the questions are very pointed ones.

Mr. Renwick: I would like to express my appreciation to the chairman for taking the time to speak on the topics he has. I would be delighted to sit through another two or three hours to listen to the responses on all of them, but it is not fair to put that burden of work on the committee.

Certainly I, and certain of my colleagues in the Legislature generally, would be interested in maintaining some form of dialogue on these questions. I do not know what the method would be. We will have an opportunity perhaps to look at how we deal with the Securities Act amendments, if you, Mr. Minister, determine at some point to introduce them. Maybe that is when we should talk about the format of the committee meeting on a formal basis, but perhaps in advance so as to have the specifics of the amendments explained to the committee before they are introduced into the House.

It may well be the same thing would be appropriate at some time when the Toronto Stock Exchange Act and the Toronto Futures Exchange Act are before us. Perhaps the committee would consider striking a subcommittee to deal with that type of legislation so that at least some of us have some sense of what is taking place and have the benefit of the views of the commission and the reasons for a lot of these problems.

Hon. Mr. Walker: There will certainly be no amendments before the conclusion of this session.

Mr. Renwick: No.

Hon. Mr. Walker: That, by definition, puts it off until at least the spring.

12:50 p.m.

Mr. Chairman: Mr. Bradley had given way. Actually he was the first scheduled speaker, or the first one who had asked, and had given way to Mr. Renwick. Normally I would have asked Mr. Bradley to proceed. However, you saw him leave urgently.

Mr. Renwick: Mr. Chairman, it may well be that there is one other topic on the list that Mr. Knowles could speak to in the brief time available.

Mr. Williams: There is some indication that the House may be sitting beyond the normal one o'clock period, and I don't know what position that leaves the committee in. I would presume the committee would continue sitting until the House rises.

Mr. Chairman: Unless someone recognizes the clock, yes. Thank you, Mr. Williams.

Mr. Bradley, now that you are back, will you carry on?

Mr. Bradley: Yes. Procedurally speaking, Mr. Chairman, I would like to ensure that, if it would be possible to do so, the Ontario Securities Commission appear before us again on Wednesday as part of our deliberations and that, as part of the delegation, Mr. Bray be present if possible, since I will have some questions of him as well as of the chairman.

Hon. Mr. Walker: Mr. Knowles has indicated to me that, while he doesn't know exactly what Wednesday holds, public hearings are scheduled, and have been for several weeks, for next week. But I think he is prepared to see how possible it is to divert the public hearings and reschedule them in such a way as to accommodate the committee between 10 o'clock and its closing hour.

I think that would be most appropriate at that time, because I did want Mr. Renwick to have the opportunity, before he departed on government business for another jurisdiction, to ask these questions. He had a very detailed submission to the committee, and I think a very useful submission, on a number of topics that have concerned all of us.

We, as individual members, generally have a limited knowledge of the workings of the Ontario Securities Commission, unless we happen to be involved in corporate law or unless we happen to be very much involved in business. So we very much appreciate the contribution Mr. Renwick makes in that regard and find the subjects he has dealt with useful for members of the Legislature.

I also would like to concur with the view that, while we do not want to resurrect—I forget the exact terminology Mr. Renwick used—the select committee on company law, it would be useful for a committee of this Legislature to deal with the Ontario Securities Commission in some detail.

Since we are scheduled to stop at one o'clock, although I understand the House will continue to proceed—at least that is what I hear through the rumour mill—I would suggest that if there are any topics that were not covered or any last shot that Mr. Renwick wished to get in before next week, since he will not be here then, I would like to give him that opportunity now in the little bit of time that is left.

Mr. Chairman: Mr. Bradley?

Mr. Bradley: I was under the impression Mr. Renwick had not entirely finished.

Mr. Chairman: Mr. Renwick has made it clear that he is not finished but that he would defer for the sake of argument on this. We have now gone approximately two hours and one minute right now on the commercial standards section, out of six hours; so we are one third of the way through. In fairness, I don't mean you have taken one third of the time and are being piggish about it, but we are only one committee member with one third of the time.

It was arranged that written replies would be made available to the committee for Mr. Renwick. So I would hope, Mr. Bradley, that you would carry on. Otherwise, we are going to be into real time difficulties and some of the same hassles we had in the spring.

Mr. Bradley: To answer that point, Mr. Chairman, that is why we in the opposition felt that seven hours would be more appropriate than six hours on this particular question, because we feel there is a good deal of detail to be covered. But it is up to the committee to make that kind of decision when we reach that point; I recognize that. I will proceed for the last two minutes, because I intend to call one o'clock when it is one o'clock.

First of all, I would like to talk in a rather general way about the role of the Ontario Securities Commission in the regulation of our capital markets. I have been reading in the clipping service that all of us have available about matters of this kind. I have been greatly interested by the recent trickle of rumblings emanating from the Ontario Securities Commission concerning its role as a regulator. Given how close-mouthed the OSC ordinarily is, a trickle appears to be almost a tidal wave.

One of the first signs that something was brewing was an interview Mr. Knowles had in the Financial Times this summer. The article, members of the committee will recall, was entitled "Workload Crisis at the Ontario Securities Commission." It described a commission swamped by its mandate.

Mr. Knowles was quoted as saying that, without changes, "A disaster is inevitable. People are becoming fatigued, frustrated and there are some commissioners whose health I am quite concerned about." Mr. Knowles further stated that unless the provincial government significantly reduces the OSC mandate as the country's top regulator, or significantly increases the commission's budget, the OSC no longer will be able to enforce the law properly.

The minister's recent comments on the OSC have been rather intriguing. He was quoted

recently as saying, "I have heard from people involved in the marketplace, criticism that the Ontario Securities Commission is involved in too many fields, and it has given me cause for concern." It is further reported that the minister wants the number of OSC hearings cut severely and for the administration of the Securities Act to be handled in a much more rigid fashion, with an emphasis mainly on disclosure.

Let me pause for a moment here, Mr. Chairman, because I would appreciate it if the OSC could expand on these issues—the matter of overload, the suggestion of cutting back. How does this affect your image of what the OSC should be? At this point, it is one o'clock, and perhaps that is where we could begin on Wednesday.

The committee adjourned at 12:58 p.m.

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The committee adjourned at 12:58 p.m.

LEGISLATURE OF ONTARIO

STANDING COMMITTEE ON ADMINISTRATION OF JUSTICE

Wednesday, November 4, 1981

The committee met at 10:18 a.m. in room No. 151.

ESTIMATES, MINISTRY OF CONSUMER AND COMMERCIAL RELATIONS (continued)

On vote 1502, commercial standards program; item 1, securities:

Mr. Chairman: We have a quorum in place. We are in the midst of item 1. Mr. Bradley had the floor, having spoken for seven minutes. We have 17 hours and seven minutes remaining in the estimates and, if you wish to keep track, we have used two hours and four minutes of the commercial standards section on which we are working towards using six hours in its entirety.

Mr. Swart: We had agreed that some time would be given to the Rembrandt Homes matter during this vote. I am wondering if it is possible to agree that could be done this morning, perhaps between 12 and one. I am not particularly anxious to move a motion but I want time set aside, primarily because some of those people want to be here when this matter is being discussed. We did agree that it would be discussed under this vote and I think it is not unreasonable to expect that we would set a time for it.

Hon. Mr. Walker: Mr. Chairman, allow me to make a comment on that. It is very proper in the estimates process to have the necessary people present for discussions. It is fair to say that at the moment we are involved with the Ontario Securities Commission. Mr. Knowles is beside me as chairman of the commission. There is a modest amount of havoc created when we juggle their agenda around. For instance, their scheduled hearings today have been fouled up by the presence of Mr. Knowles here as opposed to back in the shop where the hearings, having been scheduled for some time, would normally be played out.

We now have our people here and I would want the securities matters to be basically dealt with. I know that the commercial area vote we are in at present represents also all of business practices and all of financial institutions and I know that ultimately you will undoubtedly want to have words of wisdom from Mr. Simpson, who is executive director of business practices, and from Mr. Thompson, as executive director of financial institutions.

For the moment, rather than disrupting the whole process, I would like to see us eliminate the Ontario Securities Commission from further discussion. If by 12 o'clock you have arrived at the point, which I suspect you will not have, of eliminating further need of the securities commission, then I suppose there is no problem. At the moment we do not have Mr. Simpson here because we are on the securities commission.

All I am saying is that you are creating some havoc with some of your proposals. As long as you go through and ultimately digest all you need to have in the securities field so we can dismiss the securities group which is here today, as long as that is understood then I do not think we have any serious concern.

It is not that we are trying to foreclose any discussion of Rembrandt Homes but this is the first time Rembrandt has come up as an item to be scheduled for today. We would not normally have thought that Rembrandt would have fallen into today's discussion. I would have probably put it a little later on, thinking that you would want to eliminate the securities commission as a discussion area and then eliminate some other areas.

All I am saying is, please have some consideration for some pretty high-priced help and some pretty strong inconveniences that are occurring with the public, in things like hearings and other matters. Before you do set up a new timetable for some aspects of it, I would appreciate if you would just take that into account. I only question if you will be through with securities by then.

Mr. Swart: Mr. Chairman, I was not attempting to put it on at this time or even before the securities was complete. I am anxious that we do not take up the full six hours in securities because, by the sort of verbal agreement we have, there is no division of the six hours for the other sections of this vote. I want to ensure that there is room left, as I am sure everyone here does, for other sections in here.

I thought that after we had finished the

securities section perhaps we could go to the Rembrandt Homes matter when Mr. Simpson is here. It was not my intention for a minute to displace the Ontario Securities Commission now with some other issue about which they are not concerned.

Hon. Mr. Walker: I am probably overreacting to your comment, but if we can just get the securities field resolved and dispatch these gentlemen to earning money for the province, then that might be—

Mr. Swart: I would like to hear, if I may, Mr. Chairman, from some other members of the committee, although we do not want to spend all of our time on the allocation of the time. It would seem to me we must set a goal of completing the Ontario Securities Commission today; we have used more than two hours out of six. It will be four and a half hours gone today and there will only be an hour and a half for all the other things.

Mr. Chairman: Mr. Swart, Mr. Bradley was nodding his head in concurrence with finishing the securities commission today. Is there anyone who doubts that we will finish the securities commission today?

Mr. Bradley: Mr. Chairman, it is obvious that we are going to have to spend some time on other items and I would like to stay as close to the guideline as possible, even though at the time it was changed I expressed the point of view I thought six hours would be short for this section. I still think we should try to stay within that figure.

I share Mr. Swart's concern about the Rembrandt Home Owners' Association and the problems they have experienced, and I would hope that upon completion of the dealings with the securities commission we could deal with that. I know that Mrs. Campbell, the former member for St. George, expressed grave concerns about this; and both Mr. Swart and I, as the opposition critics, have received considerable material and we would like to explore this with the minister. I think that would take place probably after completing the securities commission.

I do not anticipate the people from the securities commission are going to be with us that much longer, because Mr. Renwick did explore a number of items with them previously. I would like to deal specifically with the conflict between the minister's point of view and Mr. Knowles' point of view, the apparent conflict that we see in the media; and also with Re-Mor, Argosy and perhaps a couple of other items—not in great detail, because obviously we do not have the time to deal in great detail, but I have certain questions I would like to ask touching on those matters.

Hon. Mr. Walker: I am not uncomfortable with that. I assumed when I came in that we were going to be on the securities commission all morning, but what you are saying is securities will be not as long as I had envisaged when I came in here.

Mr. Bradley: You can never tell in this committee, but we would hope there would be perhaps a half hour at the end when we could deal with other items. Certainly the main thrust today will be on the Ontario Securities Commission.

Mr. Chairman: Thank you, Mr. Bradley. Would you then carry on?

Mr. Bradley: Yes, I will carry on. I will take a minute or two just to go over some of remarks that I have prepared so we get them in the context of last day in fairness to Mr. Knowles and Mr. Walker. I will go over my comments from last day.

I indicated that I would like to talk generally about the role of the Ontario Securities Commission and the regulation of our capital markets, and that I have been greatly interested in what I referred to as the recent trickle of rumblings emanating from the Ontario Securities Commission concerning its role as a regulator. As I described it then, given how closed-mouthed the OSC usually is, the trickle had appeared like a tidal wave.

One of the first signs we had of something brewing was an interview with Mr. Knowles in the Financial Times this summer. The article was entitled: "Workload Crisis At The OSC; Systems Swamped, Investors At Risk." This was on July 27, 1981.

In that article, Mr. Knowles described a commission that was swamped by its mandate. He is quoted as saying that without any changes "a disaster is inevitable. People are becoming fatigued, frustrated and there are some commissioners whose health I am quite concerned about."

Mr. Knowles, you will recall, further stated that "unless the provincial government significantly reduces the OSC's mandate as the country's top regulator, or it significantly increases the commission's budget, the OSC will no longer be able to properly enforce the law."

The minister's recent comments on the OSC

have been, as I described them, intriguing. He was quoted recently as saying, and I quote the minister: "I have heard from people involved in the marketplace criticism—

Hon. Mr. Walker: Excuse me for interrupting for just a moment. Mr. Knowles is a slow writer and he is writing everything down you are saying here. Just slow the pace a bit and you will solve his problem.

Mr. Bradley: I was doing it for the committee's sake because I am going over old territory. Perhaps I will hand the sheet to him eventually and he can glance at it, Mr. Walker.

The minister's recent comments on the OSC have been intriguing. He was quoted recently as saying: "I have heard from people involved in the marketplace criticism that the Ontario Securities Commission is involved in too many fields and it has given me cause for concern." It is further reported that Mr. Walker wants the number of OSC hearings cut severely and the administration of the Securities Act to be handled in a much more rigid fashion, with an emphasis mainly on disclosure.

I want to pause for a moment there. I would appreciate if the OSC could expand on these issues: the matter of overload; the suggestion of cutting back; how this affects your image of what the Ontario Securities Commission should be.

I will give this to Mr. Knowles because I know it was hard for him to follow my remarks word for word. I do not have any secrets on that.

Hon. Mr. Walker: Let me just answer one aspect here before I ask Mr. Knowles to answer your questions.

It has to be appreciated that the new act came in just a short while ago. Naturally, there are growing pains as we adjust to the act's ramifications. Appreciating to some extent what the act actually says—it is a very complicated act, you have had it in front of you—appreciating where we go in it, and ultimately seeking out our own level, it is logical that there would be some concerns.

I know that Mr. Knowles—and he will explain this further—raised these questions with me relatively early in my term, that we had to make some decisions on which direction we should head into as a primary securities commission in Canada; whether we wanted to consider going into various models, such as those similar to the model used in British Columbia, which is a much reduced one somewhat similar to the one in Quebec, which is quite different to ours, or similar to the one in Washington, which, of course, is somewhat different again.

10:30 a.m.

Those are parts of the ongoing discussions. It is fair to say that we have been in constant discussion on matters touching on many of these points, and much of it relates around budget over the last period of time.

Mr. Knowles might like to answer more directly the question you have raised and I would ask him to do that now.

Mr. Knowles: Dealing with the first portion of Mr. Bradley's query as to the role of the OSC in the regulation of the securities markets, before I get into that part of the question I would like to tie that, if I may, into part of one of Mr. Renwick's unanswered questions as to where the OSC is at the present time, where it proposes to go and how that relates to the legislative mandate versus the bureaucratic mandate.

The commissioners of the OSC, and I believe I can speak for them unanimously at this time, are fully aware and acknowledge completely that the prime authority in Ontario is the Legislative Assembly. In that connection, any of the actions that have been taken by the OSC commissioners during my tenure have not been taken with a view of assuming that the mandate of the commission exceeds that of the Legislative Assembly.

The statute under which we are operating primarily, the Ontario Securities Act, states that the commission is responsible for the administration of that particular statute, unlike many statutes that you as legislators have passed, that say a particular minister is responsible for the administration of that statute.

With that frame of reference, it has been our view that, because of the discretionary sections in the statute, we are to apply our judgement to those sections; and, if we are incorrect in our interpretation of those sections or the exercise of our mandate, it is for the Legislative Assembly or the government, or both, to either amend the statute and the regulations or replace us in our office because of not fulfilling the intent the Legislature had behind it when it passed the statute.

That ties in part to the rather high media profile that attended the nondelivery of the confidential documents last year. In the exercise of our discretion we felt it was improper to breach the confidential rules. It was not meant

to be an affront to the Legislative Assembly. We felt it could be dealt with by the passage of laws or regulations by that assembly.

In short, what I am saying is that the commission in no way intends to put itself up as usurping the function of the Legislative Assembly. In that connection we have a great deal of difficulty, as individual commissioners, in drawing the line between arrogance—which it would be if we were to usurp or attempt to usurp the function of the Legislative Assembly in nonfulfilment of the things we have taken an oath to fulfil—and the exercise of our own discretion and not the Legislative Assembly's discretion in the administration of the various sections in the Securities Act. It is a very neat line to walk. It would appear during my tenure that we keep bouncing off the walls on either side.

Going from that small lead-in, which I think will take care of one of the questions that Mr. Renwick left with me, to the role of securities regulation first, if I may, and then superimpose the role of the commission on top of that: the securities markets of the province are, I suspect, more correctly described as the capital markets. Those markets exist for the transfer of funds from the savers of funds to the users of funds. There has been a hot and heavy current debate on deregulation or "Reaganomics," or what have you, in terms of a laissez-faire society.

At the present mode in this province we have built tremendously on the experience of the federal government in the United States of America, where they have moved to a disclosure statute, their statutes 33 and 34, on the basis that informed investors can make their own decisions as to whether to part with their funds for other economic interests issued by corporations or other vehicles, other legal entities, in the hope of enhancing their wealth.

The securities laws do not ensure that you will have your expectations realized when you part with your funds. The investment process, by definition, in the area in which we use it, involves risk. Risk is associated with benefits; the greater the risk, the greater the potential reward; but also, on the down side, the greater the chance of losing your economic interest.

On that basis, the commission staff, under the mandate of the act, reviews documents such as prospectuses, and attempts to ensure that the information in those documents is accurate; but the commission staff does not weigh whether or not the individual should be swayed by that document and part with his funds.

Thus, the role of securities regulation in this province is, under the present format, an attempt to provide the investing public with timely, full information, based upon which the individual can make a personal liberty choice to invest or not invest.

The markets then move into what are called the secondary markets, and with the assistance of the self-regulatory organizations, such as the Toronto Stock Exchange and the Investment Dealers' Association, you try to see that the same basis exists in the secondary market. That is, that there is timely, full information available, not only for present shareholders or present security holders, but for potential investors.

That is an area that has existed for some time, but not in the consciousness of a lot of people in the capital markets; and almost everyone in the province is in the capital markets in some form or another, whether you have funds with a credit union or whatever, you have parted with your money for something in return.

There was a school of thought that said that if the existing security holders make decisions, that should be fine; but that ignores the provision of the appropriate information to the potential investors as to whether they should buy your security from you, or refuse to buy it from you on the secondary market if you are selling on an exchange.

So you take that same general thrust and impose it on the secondary markets, and in provincial economics the cost of carrying on the secondary markets is borne by the private sector participants through the self-regulatory organizations. This, I suppose, is a delegation of taxing authority to a nongovernment agency in effect, but it is done on a very timely and very efficient basis, and as a regulator we are quite pleased with the operation of those self-regulatory organizations.

They, through their different devices, ensure that information is disseminated quickly. When there is a delay, as for example very currently, the self-regulatory organizations, with the assistance of the issuers, put a halt on the trading of the Dome, the Hudson's Bay Oil and Gas and the Bay stocks yesterday pending an announcement, which came out last night, that a resolve had been reached where they hoped to go to the Alberta courts with an arrangement under the federal laws that will provide for it.

So the trading was stopped so that information could be well disseminated, and the media plays a big role in that. Rather than taking out

ads, it is timely, so they produce and disseminate it largely. One would assume that trading will be allowed to commence again, if it has not already, within a few short hours on the basis of the dissemination of the information by the media.

That is the general role of the securities markets. You want to move the funds from the savers to the users to increase the capital plant of our province and our country, in the hope that over the long range you create jobs, a nice standard of living and those types of things.

If those capital markets are perceived to function in an inequitable way—for example, insiders taking advantage, which was perceived in the late 1920s and early 1930s; it was not necessarily a fact, but it was the perception—or if it is perceived there is the danger you will get clipped on it, people will not put their money up and you grind down the whole process of development of our economy, nationally and provincially.

10:40 a.m.

Then the Legislative Assembly, from the period of the very late 1960s until the late 1970s, went through, I believe, six or seven draft bills in an attempt to come up with a securities law format for this province that was acceptable to the assembly.

In due course, in 1978, the present statute was brought into existence, and it imposed a radically different form of securities regulation for the capital markets of this province, known as the closed system.

This is simply understood, I think, by putting everyone in a box and you cannot get out of the box unless you can find a way authorized by the statute; or the other alternative, the commission exercises its discretion and says, "In your case, we will let you out of the box." That is basically the closed system and it is basically the securities system of this province.

One of the ways out of the box recognized by the statute is issuing prospectuses and those types of things. Another recognized way is to sell a security of a value in excess of $97,000, and that is what is referred to as the wealthy, well-advised exemption. If a person can pay $97,000 he does not need the protection of the government through the statute in parting with his money. Those are decisions that you people, as legislators, made and passed in the statute.

As the minister said in his initial reply through the chairman to you, Mr. Bradley, the statute came into being in 1978, and only fully came into existence in, I believe, March of this year, when the last drag fell off and we were into "the new system," which is rapidly becoming an old system.

That system has brought many new things with it. It has brought a large degree of delegated discretion from the Legislative Assembly through the ministry to the commissioners. It has a broader range of discretion than existed prior to 1978, and I think it is not unfair to go so far as to say that the Legislative Assembly in effect has given discretion to the commissioners, acting in quorums and all those nice things you have to have, to exempt totally particular individuals in particular circumstances from the legislative ambit of securities regulation.

That leads me to the point that the proper role of the commission is not that of a heavy hand on the capital markets. It is not that of protecting minority shareholder rights, which it is often confused with. The Legislative Assembly has created the Office of the Ombudsman and that is where people with specific complaints go, or they exercise their normal civil rights through the civil courts. It is not an arm of the Attorney General, a policeman. We have investigative staff and all those things, but we are not a police force.

We are a force in total that has been brought into being by the Legislative Assembly with no self-interest to protect. I think the fact that the chairman comes up for a short term and is not a full-time career civil servant is a practice of the government and the Legislative Assembly to ensure it does not become a bureaucratic nightmare with people building fortresses for power bases and what have you.

The commission consists of nine commissioners: seven are part-time; one, like the chairman, is drawn for short-term tenure, a two-or three- or four-year type of thing; one is a career, full-time civil servant, the vice-chairman, Mr. Bray, who has been in the business for 30 years. Most of those of my predecessors I have personally known use him as a walking encyclopaedia. I do not know what we do when we lose Mr. Bray, and he is coming close to retirement age, unless somehow we can get it all out of his brains on to paper before he goes.

The role of the commission is to be the disinterested umpire or referee, but the rules of the game—if I may use that expression, and it is a bad expression—mandate that on certain occasions we get down into the trenches with the players. That annoys the players a great deal. It creates friction, complaints to legislators and complaints to ourselves as regulators.

Mr. Bradley: I will question the minister a little later on about this, but apparently you and the minister have a conflicting point of view, you feeling it is the role of the commission to get down in the trenches with the players, and Mr. Walker feeling you should not, that disclosure is everything and stay out of the trenches. Would it be fair to say that about the differences?

Mr. Knowles: I cannot speak for the minister. I was leading up to giving you my perception of the question you asked and I was trying to provide a framework within which it would fit. The minister will have to speak for himself. He does so, rather eloquently, from time to time.

I was trying to get to what we in fact do. Mainly we fill a referee-umpire role, but occasionally we get into the trenches because we have to do so in separating self-interest groups which have come into conflict with one another.

Occasionally we assume the mantle of the player who is not on the field. If the particular field is between a majority shareholder and an issuer, and a minority shareholder is not represented in the arena, we may put on the mantle of the minority shareholder and get in and fight. On occasion the majority shareholder has not been represented and it is the minority which is making a tremendous noise—as pressure groups can—so we put on the mantle of the majority shareholder and go down and say "No."

It is the whole thing that is supposed to work, not just a component. If one component gets out of proportion or out of sequence, you destroy the whole capital market. It is a single thing composed of many parts and all parts must work in harmony, one with the other. That leads into the articles in the newspaper to which you have made reference.

I will deal with the first article you mentioned, in which I was speaking on the "work load crisis," as the notes you kindly left with me call it. I can give you my perceptions of the minister's perceptions, but as you said yourself, it is better that you ask the minister for those. I would like to state quite categorically, without equivocation or any hesitation or doubt, that there is absolutely no conflict between the Minister of Consumer and Commercial Relations and the chairman of the Ontario Securities Commission.

Accept for the moment—test it later on, certainly—that there exists in fact a chairman of the OSC who has been there a year and a quarter to a year and a half, and a Minister of Consumer and Commercial Relations who has been there less than a year. Both of them have a statute that has only been fully enforced since March of this year. It was initially passed in 1978 and brought into existence, I think, in the late fall of 1978 or thereabouts.

During my tenure, which started in July 1980 when Mr. Drea was the Minister of Consumer and Commercial Relations and before the present minister assumed this office, takeover fever hit the economic climate of our country, for whatever reasons. Most of us believe it is because there is no longer an opportunity for building a business in this country, so one takes over those that already exist. It is the only economically sensible thing to do. That, in itself, is something that is beyond our competence to comment on, but we do observe what goes on from time to time.

10:50 a.m.

Takeover fever resulted in a multiplicity of high-profile applications before the OSC, which were well reported in the media. I take you back now to my little analogy that with the securities law they are in a box. The box was created by the Legislative Assembly, not by the OSC. Part of that box in takeover fever says if you pay a premium of over 15 per cent to private individuals, or to institutions but small numbers of people, you must make a follow-up offer. That is one of the things the Legislature imposed upon the capital markets of the province.

You go back to that box. People said, "Yes, that is right, we are caught in the box." But the Legislative Assembly said, "You can ask the commission to exercise its discretion to excuse you from the box." You have only to realize, if it is your pocket that is involved and you are looking at a follow-up offer of many millions of dollars, that it has to be worth it to go and see if you can convince those wise men sitting up there that you should be exempted from that requirement. Because of the numbers of zeros that follow the whole numbers it got well reported in the press.

It does not take long before Nader-like people realize that maybe we should be applying to the OSC on behalf of interest groups, minority shareholders or others, to force follow-up offers—a kind of consumerism-type litigation, if you will. The reason the matters did come before the OSC, in addition to the fact that it is under our statute, is that you can get relatively quick decisions from the OSC. We would sit late at night to make them.

The reason we do that is not to accommodate any particular interest group, it is because generally the markets are closed—for instance,

Dome Petroleum was closed yesterday—and it is our perception that to close the capital markets is to do a disservice to the investing public of the province and to the foreigners who invest through our markets as well. It does not say so in the statute, but we feel we have a duty to get those markets opened as expeditiously as possible so that men and women may trade freely; so you have the hearings.

For every hearing there is a loser. Not in the sense of a sporting event, but if someone who was applying for something did not get it, or if the application was granted, someone else did or did not get something they were hoping to get. That creates a certain amount of friction. It also creates a certain amount of friction, when you are trying to do "business deals," to find that you are up in front of a bunch of regulators who have not been spending the last four or five weeks sweating it out in shops late at night trying to come up with a deal type of thing. There they are, sitting cool and calm, judging you with hindsight. That creates friction.

Regulation per se creates friction; they go hand in glove. The concept is not to let it get out of proportion. That brings me to the amount of media presence of the OSC that perhaps was not there three or four years ago. I say it had nothing to do with the OSC per se. It had to do with the new statute that the Legislative Assembly passed. It had to do with the identity, in some cases, of the players in the game. It had to do with the number of zeros behind the transaction, or the size of the game that was being played.

The present minister came on board during that whole scenario in the late spring or very early summer of 1981. I believe—from hearsay, because they did not speak to me; from what I have been told—that the minister received communications that the OSC was acting in an interventionist fashion, was playing in all of the games when it was supposed to be a referee in most of the games, that it was holding too many hearings. There is a litany of complaints about this, some of which you have listed here; and if you had time, I could add more until you got bored with them.

The minister, in my perception, has an obligation and a duty to those people who elected him, and to the whole province because he is a minister of the crown, to pursue those complaints back to their source and determine their validity. To the extent that they are valid, I believe he has an obligation either to force us to clean up our act, or to come to the legislators and say, "We overdid something in the statute, we should amend it; we should amend the regulations because of this, that and the other thing." That is his duty. It is not mine, and I would not want to get involved in it for anything.

You mentioned the position that led to the article in the Financial Times. I had, as you know, come from the private sector where I had been a lawyer, practising in Toronto in the core area for about 20 years. My background and training made me what I am now. I do not like not to do a job well. I accept a great many things and I accept in my present position that the law of Ontario is as stated in the statute as it exists today, not as you may amend it in the next months or years ahead.

The economic fever in the province led to a position for the OSC commissioners and staff substantially as described in the article you referred to. I have forgotten the date of it but it is the first article that you referred to.

Mr. Bradley: July 27.

Mr. Knowles: Yes. During this process the minister was coming to grips with his ministerial responsibilities in the new ministry of which he had assumed direction. We were feeding him, as I assume all the other agencies under his jurisdiction were doing, with requests, complaints and demands, et cetera.

The position at the OSC at that time was, and to a large extent still continues to be, that we are going to fumble the ball because we do not have the money or personnel. I am saying that to you as the chairman of a single agency. I do not know how many agencies respond to the Legislature as a whole, but I believe there are some 50 or more which respond to the Minister of Consumer and Commercial Relations. I assume that each one of them has demands, that each one of them cries wolf from time to time and that each one would like to have a Cadillac operation, because that is the way we are all basically built.

I do not know, but I believe it to be true, that the minister's job is to act in this regard as a mini-legislator and to try to balance things on a cost-benefit basis. I do not have the background or the information to know what benefits he is trying to achieve within his ministry at what cost. Those are questions you will have to ask him. For all I know, he may recommend to you the repeal of the securities laws on a cost-benefit basis, because in the terms of the whole thing from the ministry that is the thing that should go in a period of restraint.

It is no secret in this province or in this country that if we are not we should be in a

period of restraint, both publicly and privately. The determination of the economic resources of his ministry to be allocated to any particular agency is his decision, not mine. It is his problem, not mine. And I might say it is his burden, not mine.

I am telling you these things, because this is what the newspaper articles come to. I am trying to tell you why there is not a conflict. Certainly I am going to be noisy and vocal until you amend the laws, but I am trying to give you the format to fit it into.

I assume that as a minister of the crown he has to go back and sell his ministry among all the other ministries competing one with the other for the dollars. I believe that ultimately, and I hope we reach it soon, there is a finite number of dollars that you can take from the private sector into the public sector. If there is a finite number of dollars, then there is a finite number of benefits that can be conferred upon the public.

11 a.m.

I do not know where securities regulation fits in there. Obviously, from my background, I would say it is very important. I could give you all the economic drill: if you do not have capital markets then you are going to kill the goose that lays the golden egg. I will not bore you with that, but having said that much, you know the arguments I would marshal on that side of the fence. I am well aware that you could marshal as many arguments as you want on the other side of the fence.

The minister, from my perception, has to be made aware by me of the problems I have. He has to make the decision on them, not me; and I say "he," because I assume then he has to take it back to cabinet ranks and government and ultimately to the Legislature and all those things. But from my frame of reference—and it is only my frame of reference, not the minister's—we are attached to his ministry for quarters and rations and he decides our quarters and he decides our rations. I think that goes back into antiquity. I have learned many things since I have been at the OSC and I have relearned the power of the purse, and it is certainly an extremely good power.

As chairman I advise the minister on the scope of the services we are supposed to provide. I hasten to add, because people keep talking about securities, we do have things like commodity futures, and we do have the mutual funds or the investment companies or whatever you like to call them, all under our mandate as well. So it is not just securities markets we are talking about.

The minister received an initial budget from the OSC, then a revised budget from the OSC, and then a revised, revised budget from the OSC. There are lots of alternatives available, but the minister has to judge and advise us what alternatives are viable alternatives, because we do not have that background to know. If you only have X million dollars, no matter that you should spend X million plus, you cannot do it if you do not have it. That comes right down to each of our own personal budgets, it operates in the same way.

I would like to leave the OSC well staffed, with people in the second-line positions being trained to take over the jobs of the people who are their then superiors in the job line of command. That may be far too much a Cadillac operation for this province. I do not make that decision. I tell the minister that is what I would like to do. What he does with it is then up to him.

Because I come from this province, I would like to see the Ontario Securities Commission remain the lead securities commission in terms of initiatives and direction. That is not a downplay of the other securities commissions; they do lots of innovative things and we jump on to lots of the innovations they create, but the Ontario commission at the moment has a very high interprovincial profile and often does things.

Just because I am from this province I would be reluctant to see it go to another province. I hope to go back and make my living in the province and I would like to think that the capital markets will stay in this province with good securities regulations. Those are things that, as legislators, you are going to have to determine, not just the minister, because those are questions that ultimately find their way up to the Legislative Assembly.

Mr. Bradley: Under the present circumstances the minister does as he pleases; the Legislative Assembly does not have the power to change anything on the other side, as we saw last night, but I will not ask you to comment on that.

Mr. Knowles: That is an arena in which I am not a participant, for sure, nor an umpire.

In coming up with the fiscal operation, if I may call it that, of the OSC, we keep advising the minister of our requirements and he keeps trying to bring it into balance, I assume, with his overall demands and the budgets he has; and I assume that he has the same process then in competition with other ministers.

One of the things we hope to explore with the minister in due course is whether we can move to self-funding.

Mr. Bradley: That was the next question I was going to get to. I will let you get on with that because one of the possible solutions that has been advanced is self-funding, and that alleviates the minister's concerns to a certain extent.

Mr. Knowles: As I say, this is at the very early exploration stage with the minister. We have advised him. It is not as if the only time we talk to each other is through the newspaper. We do communicate and occasionally—we have not had the bottle of whisky they mentioned but we have had a glass of wine together.

Mr. Bradley: I am sure it was a high quality.

Mr. Knowles: It was Ontario wine.

Hon. Mr. Walker: It was London wine.

Mr. Knowles: We could not afford to have anything but domestic wine. I did not mean that monetarily, I meant otherwise.

The concept of self-funding is an intriguing concept and I would say we have done no more at this point than opened up exploratory discussions with the minister. Bear in mind we are competing with all those other agencies, not only for his dollars but for his time to listen to us.

I suppose the next step we propose to take, because we are pushy and we would like to get on with our job, is to do some kind of survey so we can make a concrete proposal to the minister which he can then consider. It may be the correct, small "p" political thing to do to have us self-funding, but then it may be that the Legislative Assembly would not like to have us self-funding from a reporting or responsibility aspect. Those are decisions that ultimately go into the arena represented by this building as opposed to the one represented by the commission offices.

If we can move to self-funding we obviously would want to do it on a user-pay basis as near as possible. I believe that would be an equitable thing. Very few people can really object to cigarette tax or to amusement tax if they use the theatres, or to gasoline tax. Very few people could legitimately object to paying a tax on security transactions through exchanges, to paying a tax that represented somewhat a cost recovery of the services of the OSC they use. At the present time—

Mr. Bradley: In which other jurisdictions is that the case?

Mr. Knowles: None that I am aware of. The dollars of which we speak are, from my frame of reference, insignificant. I realize from my own individual frame of reference they would be very significant dollars, but from my background and training we are talking about insignificant amounts of money.

I have had informal discussions with individuals whom I would prefer not to name because the talks have been informal. These are people in the private sector with whom over the course of my business life I have come into contact. If I asked, "What do you think of the concept?" they have said, "That sounds like a fair concept." To them the dollars are insignificant.

Take, for example, the most difficult area of self-funding: you are asked, "Are you not in part a police force?" Now I said earlier that we are not and I believe that, but we do have an enforcement arm; I prefer not to call it police but maybe that is quibbling. Are not enforcement arms generally paid from the general revenues of a jurisdiction because it benefits all? The answer is obviously yes, they are. In this case the enforcement arm enforces for the benefit of all users of only one thing, the capital markets.

The whole province benefits from it, but if you buy stock on a stock exchange or over a counter that is looked at by the Investment Dealers Association of Canada, why should you not pay 10 cents a trade or 50 cents a trade to support the police force that ensures the integrity and that will go out to enforce the securities laws for you if there should be something wrong with them?

I find it easy to say I will do that, and I think I do so because I really do not object to user-pay taxes. Now I wish my minister could drop them a little bit on wine and beer, but I guess he has other concerns on that area.

That line of communication between us and the minister is open. It is something on which we have not given the minister a sufficiently documented brief or presentation or application or whatever, where he could respond and say, "Yes, let us move to that," or, "I will get the authority to move it," or whatever is required. I certainly hope, from my frame of reference as chairman of the OSC, to put him in position to, say, hold a public hearing so he can move to making a legislative decision on the matter. I would like to have him in the position to be able to make a legislative decision on the matter before the end of January 1982, because it takes time to gear up for these things.

11:10 a.m.

What we may say to him is, "No, we do not think you can," and he may say, "Then go and hold a hearing." Or we may say, "You can do it, we believe it," and he may say, "I would like you

to test that in public rather than just in your memorandum." Those things will come out and I hope, as I said, they will do so before the end of January 1982 in terms of us giving the information to the minister.

I will move now, if I may, to the complaint side which leads into the article or the interview with the minister in the Globe and Mail. As I said to you, my understanding when the minister came on board as the minister of this ministry, either prior to, at the time of, or shortly after, he started to hear complaints about the conduct of the OSC and the functioning of the OSC and of the commission. I use "OSC" to be the whole thing and "the commission" to represent the nine people who are commissioners.

As I told you, I believe he had a duty to pursue those complaints to their ultimate resolve. So there are no bad feelings in any of the commissioners of the OSC or in any of the staff of the OSC. We all think he was doing his job.

I do not say I like to be second guessed and I would be lying to you if I were to do so. No one I have ever met likes to be second guessed. No one likes to think they have done a sufficiently bad job that they have to be called out to have their past performance scrutinized. They would like to think that their past performance and their record stood as a credit to them, not as something that required an investigation. I would be silly to say I am the exception to the rule, that I like to be hauled out and put under a microscope. One of my commissioners does; I do not. I assume that legislators do not either. I still do belong to the human race.

So when the minister was confronted with whatever the complaints were that he received, he made us aware of them and, through his deputy minister and through communications from himself, he made us aware that he was looking into complaints about the OSC and its performance, and into the securities laws of the province as a whole. We said fine.

As a result of his preliminary look into them he said, "Yes, there seems to be some discontent in the marketplace, if you will, about securities laws generally, about the performance of the OSC." And they are the ones that you mentioned, too many hearings, being interventionist, or being a player as opposed to being aloof and so on.

As the time progressed—and I do not want to lose my time because there has been too much going on—we got to the point where we had a couple of meetings with the minister and the deputy and those commissioners who were available. We said, "Yes, if those things are true, we are interfering with the capital markets and so on, those are serious comp.aints. We would like to go out and test what is going on." The minister encouraged us to do so, if I can backtrack for just a second. He said: "By all means. You have your sources in the public markets, I have mine, people I rely on and trust in advising me as to what the vibrations of the world are. By all means go out and test what you think are the reactions of the capital market participants."

As a result of the encouragement from the minister, the commissioners arranged—no staff people were involved at all, because some of the complaints were related to the behaviour of the staff at the OSC. They also related to the commissioners but someone had to sit in on these meetings so we decided the commissioners would sit in on them. The commissioners arranged to have a series of meetings with the organized participants in the capital markets. I use that phrase because obviously the one participant in the capital market we could not meet with is the investor, because the investor is not organized and we do not have Ralph Nader in this country so we could not meet with the investor.

In this type of thing there is always the problem of the sample and of the selection of the sample, and all I can tell you is I called the people I know who I thought would respond to me. We had meetings with senior partners from a dozen or so of the major Toronto law firms, if I may call them that—major in the business they do and the size of the firm. There may well be some major firms that are small in size and have some important clients, but we did not call those. We went for the biggies, if you will, and they sent their senior partners. We included in that meeting representatives of the Ontario bar, because this is an Ontario matter, not a national matter.

That was the first type of meeting. These meetings all took place in a two- or three-day span because we wanted, as much as possible, to get their reactions rather than have a great dialogue on the thing.

We had meetings with representatives of the major national chartered accountancy firms, the Canadian Institute of Chartered Accountants, the Ontario Council of Chartered Accountants and included in that were members of the Financial Disclosure Advisory Board, a crea-

ture created by the statute and the regulations to advise on accounting and related disclosure matters.

We had meetings with the chief executive officers, or their representatives, of approximately 10 or so of the national dealer firms, as opposed to the small, local dealer firms. We had meetings with the executive of the Chartered Financial Analysts, representing another participant in the capital market, the people who translate disclosure documents into comprehensible recommendations.

We had meetings with the executive members of some of the self-regulatory organizations, the Toronto Stock Exchange, the Investment Dealers Association of Canada, the Ontario council of the Investment Dealers Association. We had attempted to include representatives of the Financial Executives Institute, in that they represent another recognized participant in the capital markets, but they were unable, on the short notice available, to attend the meeting. We had asked them to come to the same meeting as the Chartered Financial Analysts.

At those meetings we attempted to be objective. We were the subject matter of the inquiry so it was very hard to be objective, but we attempted to be objective. We attempted to lay out the concerns—basically one, that the OSC or the securities laws or both, or the staff of the OSC, or all the foregoing, were somehow not performing a proper role in the capital markets of this province, or were actually acting as a detriment to the proper functioning of the capital markets of the province.

I realize that the discussions, from my frame of reference, could be taken with a very cynical point of view: "What are they going to say to you anyway, because you are the chairman of the OSC?" But my personal experience has been that all of those participants have never been reluctant to criticize me, to my face or otherwise, either when I was in practice or since I have been at the OSC.

I believe that we had a free-flowing discussion. We received lots of areas of complaint. There were areas of complaint about staff functioning, there were areas of complaint about the commissioners functioning, there were areas of complaint about the numbers of hearings. You had the whole gambit of things that you would expect, because regulation is an irritant, and it is a gross irritant. Regulation is something that we really think should be imposed on the other fellow, but never upon ourselves. It boils down to the plaintive cry that has been heard for centuries: "Trust me. Do not hassle me, just trust me." And, of course, regulation says, "We do not trust you, whoever you are."

We received some very good comments that we, as commissioners, believe substantiated some of the complaints the minister had heard that started this whole dog running, if you will. We have advised the minister of that and we have told him we are acting upon it immediately.

We believe it is part of the process that if things go long toothed they get some red tape and they get some bureaucracy and they get some practices that are there just because they are there. In the few short years in the life of this statute there were such things and we are acting to correct them, asking people to relook at what they are doing, rethink what they are doing, remember that the role is to act as a lubricant as well as, say, an overall overseer, a non-self-interest group supervising the capital markets.

Mr. Bradley: But you have sufficient independence of mind, sufficient independence through the legislation, that you did not feel intimidated by the suggestions made by the people you met with?

11:20 a.m.

Mr. Knowles: Not at all.

Mr. Bradley: Instead you viewed it, as an objective group, as objectively as you could and rather than be defensive you decided to act upon those areas where you felt there was valid criticism?

Mr. Knowles: Absolutely. I think when you speak with the minister in a dialogue you will find that we did not hesitate at all to tell him of all the complaints and some of the nice things that people said too.

It is the age-old problem: how do you teach your children to say thank you when they receive a compliment? So we taught ourselves that and if someone said something nice about us, we told the minister that someone had said something nice about us. Not everyone hates us; I would not want to give that impression. There are people who think we perform a useful function and that we do it relatively well, given human frailties. We make our mistakes.

Mr. Bradley: Given human frailty and a larger budget.

Mr. Knowles: That is truly a legislative process. I am sorry to go on at such length, but I do not think that the subject matter can be understood unless you see all of the little ripples that flow out from it. I also feel I have to give

you a full answer on the matter, because simply to say there is no conflict between the minister and myself, on the surface is not credible.

If I give you the background of understanding or, as the young people say, from where I come or whatever, perhaps you can see I really mean there is no conflict. That does not mean that we do not disagree on a great many things. I would anticipate that we will disagree on a great many things for as long as we are associated one with the other.

Mr. Bradley: I have that in common with you then.

Mr. Knowles: Maybe it goes with the minister's turf.

Hon. Mr. Walker: I thought you agreed with everything I did. It used to be so much nicer back in corrections.

Mr. Knowles: As a result of that process of these meetings, going to your last comment upon that, not only will we be prepared to act on it, we think that the concept of holding these meetings on a regular basis can only improve the efficiency of the operation of the OSC and of the capital markets. I think if it got into a straitjacket that you were going to meet in December of each year or something like that, it would lose its utilitarian aspect.

I believe that the meetings should take place not more frequently than once a year and not less frequently than once every two years, depending on the activity in the capital marketplace. If the capital markets have been relatively quiet, it is senseless to call these people, who are relatively highly paid and have tremendous responsibilities, to be where they are supposed to be rather than to call them up just to have a social chat on the thing.

I think that the cumulative weight of small things over two years would mandate that you meet with them at least every two years, as I said. I say that because no matter how good a will you have or how absolutely honest you are in your integrity and your objectives, as you are isolated you lose perception. As you lose perception and perspective, you start to enforce things because you are enforcing things.

I think the classic example is the prospectus document that is used in the capital markets today, which had its current birth in 1933 in the United States. It is, in my personal view, an almost totally useless document. I think I could comply with the laws of Ontario with full disclosure so you would have no idea of what I said in my disclosure document, but it would comply to the letter with the laws of Ontario.

I think the decade ahead is going to be unfortunate for the legislators in the capital markets area in that the securities body of this province, if it is properly functioning, will be coming at you on a regular basis for changes in laws and changes in regulations to bring the regulation of the capital markets into a proper mode for dealing with the next 30 or 40 years of the economic development of this country.

The great leap was seen by Brandeis and others in the United States and that led to the 1933 and 1934 acts. We need a new Brandeis, a new thinker, an innovator, in the next two or three years, to come up with some concepts to bring before the Legislative Assembly that will see us in a healthy mode through the next 25 to 30 years.

This gets into philosophy and the minister and I may well disagree on the philosophy of it, but the old tried and true principle of disclosure has a place, and will still have a place in the years to come, but I also think we need something to take priority over it. I have no idea what the something is, but disclosure is no longer, in my personal view, adequate.

By saying that I do not mean to say you should give us the tools to go out and slash through the capital markets and ride around on white chargers; by all means not. Until we can come to you, through the minister, with concrete suggestions, I think we are stuck with disclosure; I think that is the right verb. We are stuck with it, not because it is the good thing but because no one has thought of the next proper step to take.

I think, sir, I have tried to answer all of the questions that you have raised in there from my frame of reference.

Mr. Bradley: You have done so very thoroughly, Mr. Knowles, and I appreciate your answers and the background information that you have provided to those of us, particularly, who have a limited knowledge of that field. I think it has been not only valuable information in terms of the questions I have asked, but you have provided a good education for some of us on the committee as well. We appreciate that.

Second, I commend you on taking the initiative to meet with those who are directly affected by the rulings and workings of the Ontario Securities Commission. I can only agree with that. I think sometimes legislators are in a similar position of living in a cocoon, either here in Toronto or in Ottawa, and not recognizing, after a number of years, the ramifications of the legislation that we pass, or the enforcement of such legislation. Through meetings of the kind you have described I think benefits will flow.

For a few minutes I shall then explore, if I can, some of the minister's points of view on this. I shall not take too long with the minister, because I do have some specific questions to the commission in regard to its performance. Then I shall be a little more critical, perhaps, of its performance during that Re-Mor/Astra affair and also during Co-operative Health Services and Argosy. I have some very specific questions there that I should like to explore.

Mr. Chairman, through you, I would give Mr. Walker a little bit of latitude and ask him to comment on some of the things that Mr. Knowles has had to say.

I am particularly interested in your philosophy, Mr. Minister, as it relates to disclosure as opposed to regulation. I recognize there is a grey area in between, but the impression I gained through the news media, and through my perception of your general philosophy on government, is that you probably would opt more for disclosure than regulation. You can correct me on that if I am wrong.

I should also be interested in knowing whether you feel that indeed the mandate of the OSC should be reduced and therefore the budget held in line, or perhaps even reduced. I should like to know what your views are on user fees, as they relate to the Ontario Securities Commission.

I shall leave those specific ones, and you may want to comment on some of the other things that Mr. Knowles had to say, Mr. Minister.

Hon. Mr. Walker: Let me say that I think I can identify myself with the views that have been expressed by Mr. Knowles, who has attempted to interpret, I think very fairly, his position and my position. I would re-emphasize the view that while we have differences of opinion in some areas, that is not to say a conflict exists. That certainly is our situation: we have varying views, but then again I do not think there are any two people who do not have some discrepancy of views.

I think we have approached it in a very mature way, in that we have been exploring—I think I initially went to the commission with some 11 observations and after some consideration by the commission we met again for a fairly lengthy discussion and chewed over each one of these, and found ourselves basically in agreement in many areas, as with the vast majority of the points I had raised. In addition to that, in response to some of the points that I had raised, and really I am reflecting the community when I express some of these concerns.

11:30 a.m.

When we discussed some of the remaining concerns, they offered opinions that brought different aspects and perspectives to my view, and basically we are considering those positions. We basically have the same goals and I am satisfied that the commission, the commissioners, and in particular the chairman, have identical goals.

For instance, we see the Ontario Securities Commission as the lead commission in Canada, without question. We see it continuing in that role, and it is our intent and interest in having that continue.

Both of us are loath to see any involvement of the federal government in the arena, and I know they have some draft legislation floating around securities and would love nothing better than to get in and have the securities market to their own. I am sure the problem with the federal government would be that they would make their decisions based on regional economic expansion. We are liable to have the Toronto Stock Exchange located in Grand Bank, Newfoundland, or in Moncton—and I am not being disparaging in those comments.

All I am saying is that they may consider other centres of Canada to be the important area of capital accrual and that runs counter, certainly, to the view that Mr. Knowles, and indeed the entire commission and I, would have in this regard. We are very keen on making sure that Ontario remains as the lead commission, to the exclusion of the federal government, and in that regard my colleagues from across Canada share, almost to a person if not totally, those same views.

It is our goal to see the securities commission become the facilitator of the orderly transaction of business in Ontario to the extent that regulation is involved with the capital market. We intend, and both of us are totally agreed on that, that the commission's primary purpose is the orderly transaction of business. I do not think there is any question in that area.

Both of us are very strong proponents of the disclosure principle, and how much information should be disclosed; we share that. You have heard some observations from Mr. Knowles today as it relates to disclosure, and it is not that we would immediately abolish disclosure. I think Mr. Knowles' view is that something else would have to replace it, but that at the moment no one knows what that something else is.

It may not be perfect in the way it is, particularly as it relates to the prospectus and what it discloses. I see, in the next decade, even

in the next year, as we attack the act itself with amendments—remember, it is a brand new, comprehensive act that blazed a lot of trails in Canada—that in the next while we are going to have to do something with respect to the prospectuses to ensure that they provide to the users, to the investors, the disclosure that allows them to arrive at the kind of conclusions we anticipate disclosure would permit them to come to.

Those are areas on which I expect to hear recommendations from the securities commission along with, as we discussed the last day we were here, other areas, other recommendations, other proposed amendments. Indeed, you are aware of the draft amendments that were put out, first of all in December 1980 and were subsequently reissued in June. There will be perhaps some more discussion on that, and I think I shall be receiving recommendations from the commission on how we might proceed on amendments.

For introduction into the House I rather have targeted in my mind something in the May to June area of next year, probably allowing them to sit over the summer, with some intent to have in place by next fall some of the revisions to the act we think will be more in the public interest.

Those are some of the general directions—

Mr. Bradley: What about user fees?

Hon. Mr. Walker: I am in favour of that. That introduces an interesting question. We are rather an interesting ministry when it comes to user fees and I support the concept of user fees, generally speaking. I look at the point raised by Mr. Knowles and we are certainly giving some careful consideration to whether we could make it a user fee corporation. I did take a look at the statement of expenditures for the Ministry of Consumer and Commercial Relations and the statement of revenues, just to contrast one or two of them.

For example, in the regulation of horse racing we receive user fees to the tune of about $1.2 million. This is based on 1981. And yet, our regulation of horse racing allows us to spend something like $9.1 million. So there is quite a discrepancy there.

If we were to go to user fees there might be some of your horse racing fans from down in your own community who go to a track not very far away from you—

Mr. Bradley: They are closed down now in the riding of Brock; Fort Erie.

Hon. Mr. Walker: Yes, that is what I was referring to. They might be offering some concern if you were to attempt to impose user fees. You see, the self-funding concept is all right for those that are self-funded. It is all right for those that happen to be in the right range, but some fall without. Some do not have the capacity to raise their own fees.

We, as a ministry, will spend about $94 million this year based on last year, and our total revenues are $186 million. So we might have to turn back quite a bit if we apply the same principle, and I am sure the Treasurer (Mr. F. S. Miller) might offer some observations on allowing us to send another $90 million back to the public. The liquor licence board makes up for most of that, of course, and Mr. Knowles has looked enviously at the fees that have been raised there.

Mr. Bradley: It is an interesting commentary on our society I guess, that the taxes on sin yield such great revenues.

Hon. Mr. Walker: A lot of people would look upon that as the proper place to raise money—indeed, they would consider it a sin to raise money in the first place. Looking at one or two of the others, the theatres, lotteries and athletics commissioners earn about $740,000 and spend about $729,000, so they are roughly in tune. In the case of the securities commission, the revenues last year in 1980-81 were roughly $1.4 million and the expenditure was about $3 million. So there is quite a discrepancy there.

I agree with the revisions that Mr. Knowles has submitted to us on behalf of the commission. I am not prepared to discuss what the revised fees are because I have yet to take those through the process we have, which is through the Treasurer and through the management board. But I have found the proposal for revised fees quite acceptable as submitted, and have spent a fair amount of time vetting those fees over the last few months through various organizations to see about acceptability and whether we are on the right track. We have a common accord there, and that matter is in the mill for ultimate revision.

You know, of course, that the Treasurer guards very jealously the concept of the consolidated revenue fund, that every single fee the government raises, every single penny, goes into the consolidated revenue fund and none of it has strings attached. He has many good arguments and many good reasons for saying that.

I suppose in our ministry, particularly when it

comes to liquor, and in other ministries as well, he is absolutely steadfast on the concept that you will not attach anything to the fees; they go into consolidated revenue. That is where they stand.

Budget is a totally different consideration. He would argue very strongly—and maybe that has application in this ministry in any or all of our agencies—that if they were fee oriented and their livelihood depended on fees, they might then be responsible to the fees a little more than they are responsible to the justice they are attempting to mete out. I do not say that that would be the case. I am sure it would not be in the securities commission, but never the less, that is a consideration.

11:40 a.m.

There is the old argument about the policeman who has a quota of tickets; that, of course, is not the case, but we have often heard the argument that cops are doing that kind of thing. That is not the case, but in some cases that has been the public perception. I know the Treasurer would be very concerned about that aspect and I know, generally speaking, the Attorney General (Mr. McMurtry) would have a comment to make there as well about attaching the fees directly to the operation.

It might suggest to you that if it were applied in the courts they would tend to levy their fines as required. If the judges were looking for a raise this year they would just put a few more people through and maybe indeed bump the fines a little bit to cover the raise they had in mind.

I am playing with a ludicrous situation I realize, but that is a counterargument to the concept of having direct user fees. It might have application in some areas—indeed, it could be in the securities commission; it would work well. On the other hand, it has its drawbacks perhaps in that field and certainly in other aspects of our own ministry and certainly in other aspects of other ministries.

Mr. Bradley: Mr. Knowles indicated that they had to run back the budget twice. It is a twice revised budget—

Hon. Mr. Walker: I cannot understand why it was only twice. We make all our other managers in the line bring back their budgets more than twice. We worked it over.

Mr. Bradley: Their first one must have been very reasonable then and also their second. That must mean then that where he said people are becoming fatigued and frustrated and a disaster is inevitable—I am quoting out of context naturally, as this article is—but taking the quotes I gave originally, it must mean that you are prepared to accept that the Ontario Securities Commission is not going to be able to carry out its function as well as it had hoped to do because you are holding back on its budget.

The only alternative to that would be—I guess there are three alternatives—to accept the fact that you are not going to give them enough money to do the kind of job they want to do and hope nothing bad happens, that these people do not collapse from heart attacks and so on from overwork; second, you cut back on their mandate so they do not have to have those kind of funds to do what they are supposed to do; or, third, you give them the amount of money they would need to carry out their functions in a corporate fashion.

Hon. Mr. Walker: Those may not be the only alternatives available. One aspect to be kept in mind here is that Mr. Knowles is not kidding you about the work load. We know the work load is there. Indeed, at this very moment there is some move to adjust the space requirements in the building they are in. One operation will be moved out of that building to make additional space available, which is extremely important and something Mr. Knowles has been after for more than a month or two. So there are some adjustments being made.

In addition to that I might remind you that our ministry applied for far more money than was ultimately granted. You must realize as well that for the last eight months I have been working on the 1982-83 budget, as has the entire ministry, so we are going back a while to when the initial budgets were presented.

In the first go round, our ministry was looking for something in the range of $104 million, which was what our managers determined to be our need. That was considered to be a fairly bare-bones budget; that is what our managers estimated. Now this is province-wide and this is ministry-wide.

We then settled with management board on a figure of $98 million, which would be the figure they cut us back to when government made the allocation. I take responsibility for that allocation because I was part of the process of allocation, being on the policy and priorities board, and having a somewhat more direct role than perhaps some of the other ministers. What

the ministry ended up with was $94 million. So we had a fairly dramatic constraint that applied ministry-wide.

Mr. Bradley: I know where you could get $10.6 million.

Hon. Mr. Walker: I bet you do.

To get to $94 million meant we had to go back and apply a constraint to every single facet of the ministry. We have basically extracted those funds out of our ministry and we will come in with a balanced budget, and perhaps somewhat less than a balanced budget. At least we will not be in a deficit.

The securities commission has been the one part of our ministry that has been given a waiver until we sort out in which way we are heading. We are now eight months into the year, so there is not much time to save, if we are to save. Every single ministry element—and there are probably 54 components—has had money extracted from it to meet our balancing. The one exception has been the securities commission, and that was on the strength of Mr. Knowles' argument.

Mr. Knowles will argue that there should be additional funds on top of that, and he may well have valid arguments. Those are certainly part of our considerations. At the moment we have not bounced any cheque he has written. Indeed, the cheques have been somewhat in excess of what the normal flow would be for, say, eight months. In eight months you might expect to spend X dollars. Up to this time, the commission has spent X-plus dollars, and as I said, we have not bounced any cheques.

Mr. Bradley: You would certainly have an eye on the consequences of doing so in the light of the financial disasters that have taken place in the last few years. You would want to ensure that the Ontario Securities Commission would be able adequately to carry out its mandate. There might even be some who suggest that some of the problems which have arisen have been as a result of lack of funding. Others would say that was not the case. I know you would be concerned about that in these financially difficult times.

Hon. Mr. Walker: That is exactly right. About the mandate question, Mr. Knowles is quite correct when he says to you that if the commission is to continue the mandate that appears to have been given to it by the Legislature, then there are certain ramifications that flow from that which they will not be able to meet under the current circumstances. It is that mandate that we are discussing at this very moment. We are looking at the mandate. The question of hearings is for consideration.

I would opt for the view that the rules of the game should be well articulated so that every individual knows precisely what to expect. Some of these rules are now coming out in the decisions which are being made, but it is in everybody's interests, ultimately, to have a set of rules which apply to people dealing with the securities commission. We have to look at that aspect now.

Certainly I have been critical of the number of hearings, but only two or three hearings have been initiated directly by the commission itself. The rest have been at the request of various customers, so to speak; the applicants and/or the respondents who are appearing in the hearings process. They have asked for decisions to be made by the Ontario Securities Commission relating to some issue they have, either an interpretation of the act or regarding their behaviour. That is something which consumes literally hours of the time of the commission.

Part of all this is the takeover question and what has flowed from that. We had that rash of takeovers, and they have subsided somewhat but certainly not totally. There are still a number of matters flowing from that. There has been a real spate of questions to be answered by the commission. If rules can be designed that answer the questions which are being posed, that may circumvent the need to have a hearing.

11:50 a.m.

I do not think we would want to go through the court process because that just stalls the financial transaction until a court decision is made, and that may be a year or two down the line. The one value the commission has is what seems to be instant justices. They have been known to sit until 1 a.m. and to render a decision on a Saturday. They met last Saturday on some matters because there was a transaction which was to close on Monday or Tuesday and they had to have a decision by then. They have met that need very well and have given very fast answers in a number of tricky situations.

A year or so ago the commission probably met on Thursday afternoons, and occasionally had enough business to take them right through the dinner hour. I think it is fair to say that now it is not uncommon to have them sit until 1 a.m. on a Friday night. It is a busy operation; we have to recognize that. It is our mandate.

Mr. Knowles, the commission and I are in the process of debating and challenging each other

on various aspects and where we should be going. It does not flow from anything Mr. Knowles or I have done. It flows from the fact that a new act came into being. In March of this year the last piece of that act came into play and we are trying to work out as best we can the application of the new act, which has presented real growing pains for us.

There were a number of criticisms, which Mr. Knowles has set out carefully and extensively to you—I do not need to elaborate on those—how the process has been working. He has been encouraged to negotiate with the industry and has not only been ready to take up the cudgels, but he has done so quickly. Meetings have now been held with the entire organized industry.

That is working quite well. I only wish they would have one mind. The trouble is that from time to time they seem to have a divided opinion. If they were all of one view, one way or the other, it would make life a lot easier, but there is a certain amount of division often within each of the constituencies approached by the commission. That is the current status.

Mr. Bradley: I appreciate the comments from both the minister and Mr. Knowles. I would like to get into a more specific matter with Mr. Knowles. Probably Mr. Bray would have been the person to question on this, but I am sure Mr. Knowles would have knowledge of it.

Hon. Mr. Walker: Someone has to be back there running the shop.

Mr. Bradley: That is the matter of the Astra/Re-Mor affair and specific questions that arise from that.

Mr. Chairman: Mr. Bradley, Mr. Mitchell has been waiting very patiently for about half an hour to ask a supplementary question. Would you permit him to interject his question?

Mr. Bradley: Sure.

Mr. Mitchell: My question refers to a comment made by the minister a little while ago, which has me somewhat puzzled. That was the comment about the federal government and some of their proposals, and it gave me some concern. Perhaps you could elaborate on where this is coming from.

Does the federal government appear to be serious about it? This is a case where one has to put up a very strong fight. I know the ministers met in Quebec City. You mentioned, as well, that the provinces seemed to be united in their opposition to the federal position. Perhaps you could shed a bit of light on that.

Hon. Mr. Walker: The federal government would like nothing better than to get involved in the securities field, I am sure. They are an interventionist organization, generally, and it fits perfectly into their general scheme of things. Indeed, it may well fit into their overall scheme of where events should occur, what kind of capital accrual should occur and whether the market should be one place or another. Of course, they have all of Canada to consider.

My view, and that view is shared by almost everyone with whom I speak, is that we would not want the federal government to get into it. If there are differences in the acts of the various provinces, that leads to a vacuum-type situation which might, unfortunately, draw the federal government in.

We are fairly consistent at the moment with other provinces across the country, although there are some areas of discrepancy. The follow-up offer, for instance, is unique to Ontario at the moment, but it is possible that it might be picked up by Quebec. Other provinces do not have that aspect, and that is one thing we are going to have to look at. But there is an intention on the part of most of the ministers responsible for securities that there would ultimately be some kind of consistency across the country, and that would be extremely valuable.

Mr. Mitchell: No one argues against consistency. One of the bills I carried into the House for the ministry, the Business Corporations Act, is an attempt to merge Ontario legislation with the federal legislation and that of the other provinces. Certainly I would not want to see the federal government having the overall say. Are you suggesting that is the direction in which they want to go?

Hon. Mr. Walker: It has been indicated publicly that the federal government has some securities legislation, either fairly close to draft form or in actual draft form. They do not necessarily intend to bring it in next year, but there have been some rumblings about that. There is some intent on their part to become the federal regulator in this area. They would see it as a logical outcrop, I suppose.

Mr. Mitchell: It would strike me as a retrograde step.

Hon. Mr. Walker: Yes. I would support that observation.

Mr. Bradley: Moving back to the Astra/Re-Mor affair, I indicated it might be useful to have Mr. Bray here, although we have already had the

opportunity of questioning Mr. Bray before the committee. He knew how to handle questions from members of the committee in a way that served the interests of the Ontario Securities Commission, in the sense of avoiding appearing to be the bad guy in this matter. I guess that is a backhanded compliment to Mr. Bray, but I think he would prefer that to regarding it as a criticism.

Mr. Gordon: Most of your compliments are backhanded.

Mr. Bradley: There is that smart ass from Sudbury again.

Mr. Gordon: You walked right into it.

Mr. Bradley: I appreciate that the Ontario Securities Commission feels that some matters may be sub judice. Nevertheless, as the Ontario Securities Commission may or may not recall, we had this same justice committee investigate this matter last January, and although we did not get to the OSC's activities because of the timing of the election call, we did hear some testimony from Mr. Bray and Mr. Bigham. The sub judice rule was invoked very rarely, I must say, in that committee. Mainly it was invoked whenever questions were asked concerning where the money actually ended up. I think that was understandable at that time.

The questions I intend to ask are in the same vein of what was generally asked in the justice committee last January. I think Mr. Mitchell has a question.

Mr. Mitchell: No. I realize that the minister had indicated to the committee that he would be prepared to answer questions in regard to what you are talking about. However, I would be somewhat concerned—you have mentioned a sub judice situation yourself—that this committee would have to deal very carefully and phrase their words very carefully because of the criminal and civil actions now pending. At least, that is my opinion.

Mr. Bradley: I appreciate Mr. Mitchell's concern, but we will make that judgement when we come to it.

Just as some background, Mr. Chairman, it would be safe to say that the OSC began investigating the Astra problem around May 1978, C and M Financial Consultants around October 1978, and in December 1978, the Ontario Securities Commission made an application to the Supreme Court of Ontario to put C and M into receivership. The matter was disposed of in February 1979 when the court ordered Carlo Montemurro to wind down C and M under the supervision of a receiver. Re-Mor Investment Corporation was granted a mortgage broker's licence by the Ontario government at almost precisely the same time.

In late April and early May of 1980, more than a year later, Astra, C and M and Re-Mor all collapsed.

12 noon

Hon. Mr. Walker: Have you got another printed copy of that, by any chance?

Mr. Bradley: No.

One matter which concerns me is that one year after the OSC began investigating Astra Trust—note that it is after—and still a year before Astra collapsed, the Ontario Securities Commission laid Securities Act charges against a number of Astra principals. These charges were laid in May 1979 but they were laid in secret; that is, they were not filed in court, they were not served on the accused. Indeed, after being sworn before a justice of the peace, one copy of the charges was taken back to the OSC offices and kept there.

I find it quite unusual that these charges were laid in secret and nothing was done with them. I guess I ask this question of either the minister or Mr. Knowles: why was this done?

Hon. Mr. Walker: Let me answer by, in a moment, asking Mr. Knowles to respond to the extent that he can. I want to remind you that there are some criminal charges and some civil litigation flowing directly from the very area you are now touching on, and I want Mr. Knowles to be careful that he does not jeopardize, in making a response, any of those cases.

If, for some reason, what he has to say here might lead to jeopardization of the criminal charges, I do not think that would be in the interests of justice. So I want Mr. Knowles to be very cautious in his reply. We have had some consultation on this very matter with the crown law officers and this is their observation.

There will come a point when he may not want to go further and I want you to respect that. I would ask that he stop his line of answering at that point. I would like him to tell you what he can about that and it may be that everything he says is sufficient for the answers you are looking for, and I hope that is the case, but there may come a point where he cannot go further.

Mr. Bradley: I am sure you will intervene if you feel that is the case.

Hon. Mr. Walker: I am hopeful that he will recognize that and stop before I have to intervene.

Mr. Knowles: I anticipated, as a result of Mr. Renwick's questions some time last week, the subject of Astra, Re-Mor and Argosy would be the subject matter of some comment during the proceedings of this committee and I did two things. Really I am just telling you where I am at; I can answer in part the question you pose.

I spoke with Mr. Rodney McLeod, of the crown law office, in connection with Argosy, and I spoke with Mr. Howie Morton, of the crown law office, in connection with Astra/Re-mor group, if you will.

Mr. Bradley: I well recall Mr. Morton's last lecture.

Mr. Knowles: The advice that was given by Mr. Morton was not dissimilar to the comment of your colleague across the way. The matter is now actually before the courts, both criminal and civil, and Mr. Morton asked me if I would convey to you that if you wish to question would you afford him the courtesy of coming up to ascertain on each specific question whether it has application to the things before the court. I have no idea whether it does nor not.

That is why I say I can answer in part your question in connection with the laying of Securities Act charges—not with reference to Astra/Re-Mor but why Securities Act charges are laid, the general format and how they are proceeded with in the normal course of events.

As to how that impacts on the Astra/Re-Mor group of companies, C and M and so on, all I can say is Mr. Morton has said his advice for the orderly administration of justice in the province is that nothing should be said unless the crown law officers say it has nothing to do with what is going on in the courts. I do not follow what goes on in the courts because it is not of interest to me.

Mr. Bradley: I appreciate what you are saying, but to inject a comment into it, this is exactly the roadblock we ran into last fall. There were some notable exceptions, but I thought for the most part the committee proceeded quite well in January in avoiding those problems.

I realize the circumstances are quite different. I do not want to use the hackneyed phrase "the realities of March 19," but I am going to use it. There were times where we were able to get answers for the committee which I think were useful. If we wait until all the court proceedings are out of the way, and we err on the side of conservatism in this regard, this committee will be investigating in 1987 what is going on.

I appreciate what you are saying, but I guess my question is rather specific as to why you did not lay charges at that specific time.

Hon. Mr. Walker: Jim, remember this, there are circumstances that are different today in that the charges have been laid, people have been bound over for trial, and they are very serious charges. It is anticipated that these matters will be on for trial in the not too distant future.

That is not even taking into account the civil proceeding. Ignoring for the moment the civil proceeding, there are serious criminal charges against a number of people and they are directly and materially related to the matters you are now raising.

Mr. Knowles can go so far, but you have to be careful that you do not jeopardize the case. That would not serve the ends of justice. So just with that caution.

Mr. Bradley: I will allow Mr. Knowles to answer as he sees fit.

Hon. Mr. Walker: I will ask Mr. Knowles to answer that question to the extent that he can.

Mr. Knowles: With the caution they have put on it of not speaking to Astra/Re-Mor in the laying of Securities Act charges, but more or less telling you the general format as I understand it, my director, Charles Salter, QC, is in the audience, and to the extent that my understanding of the process is inaccurate, whether by way of omission of something that should be said or by an inaccurate statement, I would ask him to come up and advise me on how to do that.

Again emphasizing I am not speaking of Astra/Re-Mor, the Securities Act charges must be laid within a year of the time the commission is aware of the offence taking place. If they are not laid within that time frame, then the charges are, in effect, barred by the statute of limitations from being laid.

The investigation of alleged security frauds, either from the Securities Act frame of reference or from the Criminal Code frame of reference, in large part takes a substantial chunk of time in that very few of the people who abuse the economic markets lay a clear path that leads to their door. In most of the investigations in which the staff of the OSC is involved, the time of one year set out in that statute—and we are not quarrelling with that time, I hasten to say, because citizens do have to have some limitation on it—generally speaking pushes the

staff to its ultimate limits to get what would be even a prima facie file together for the purpose of laying charges.

If the activities being investigated go beyond that of strict securities violations and involve potential criminal act violations, or violations of other more serious statutes, if I may use that phrase, than securities statutes, the practice has been, and continues to be under my chairmanship, that the Securities Act is treated as the junior statute—the junior charge, if I may use that phrase—and the statutes that rank—by our own ranking, not by any law—in priority to the Securities Act take precedence.

At this time, in the general concept of an ordinary investigation, assume you have the facts where your staff at the OSC is content that there is at least sufficient evidence that there should be a hearing on a Securities Act violation, but they have involved other governmental agencies—Attorney General, Metropolitan police force or whatever—and those other agencies have said there are enough facts and hints—most of these things are clouded in smoke, so that you are trying to find out whether there is a fire underneath it or not. But there is enough in there at least to raise their apprehensions if they would like to carry on their investigation. They are not bound, if you are speaking of Criminal Code charges, by the year's limitation.

12:10 p.m.

So the commission comes to this point, the staff comes down, they literally come down, to the hearing room, an informal hearing room where we sit around a table like this. They say to us that they have investigated the XY file, and they believe that there is a prima facie case that Securities Act charges should be laid. However, they say, the Metropolitan police force, the OPP, the RCMP, whoever is working with them—and sometimes it is all of them—believe that the investigation should carry on because there is a suspicion of more serious—again, it is very difficult to use the comparatives in this thing, but there may be grounds for more serious charges in the material they are investigating.

The commission then is faced with the fact that the staff receive notice on day one, and you either lay the charges by day 364 or you are out of time. You know that another agency is investigating and may be laying more serious charges. If you defer to that other agency, the OSC as an agency will be out of time, and you have a staff saying they think there are Securities Act violations.

The only method we have been able to come up with—and we would look at any alternatives that people could put to us—is to lay the Securities Act charges, but not proceed with them out of deference to the other investigatory agencies or other government arms that are looking at it. Why do you do that? You do that because the OSC staff has told the Ontario Securities Commission that they think the matter should be looked into and the commission has agreed with that. They cannot do it without the commission's agreement.

So you put the charge down, and where do you go from there? If the other investigatory agencies or arms of the government, federal or provincial, determine to proceed under what I have classified, and badly, as the statute that has priority in governing the conduct, the Securities Act charges just kind of peter out and disappear because they have never been proceeded with. We may go into formally withdrawing them, but I do not believe we do. I think they just go.

If, on the other hand, the sister investigatory agency determines seven months after the year end, two years after the year end, whenever, that they really do not think—if you are taking criminal law, because it is hard to talk without some kind of examples—that there is sufficient evidence to overcome the burdens of proof that are put upon the prosecutor in a criminal case, so they are going to unwind their investigation and put it down. They are not saying, as you know, that people are innocent or not innocent. They just say there is not enough evidence to warrant going on to trial.

At that point, because the OSC staff has caused the charges to be laid under the Securities Act, the commission can come back in as the junior of the government policing organizations, if you will, and proceed under the Ontario mandate in the Ontario Securities Act, to pursue through the hearing mechanism the facts that the staff, at this point two or three years ago, said gave prima facie proof or a prima facie case of a violation of the securities laws of the province.

So you would bring forward to the front burner these latent Securities Act charges that have been sitting back waiting for the senior agency or the senior statute to be proceeded with.

I feel I could tie that to your question for you, and if I am ordered to do so, I will. I have been told by the crown law officers that I should not if they are not here to advise the committee members what in their view is the impact upon

what I would think is an innocent question on cases for which they are responsible and my agency is not responsible.

Mr. Bradley: I can assure you from my experience previously with them that they will tell you not to answer anything because, as an opposition member who wanted to investigate, I have found them to be very unco-operative. It may be unfair to say unco-operative; unco-operative as far as I personally was concerned about not answering anything. I am sure if Mr. Morton were here you would get the old answer of nothing, because we had to play hardball with Mr. Morton to get anything in the committee last time. The only way we did was because we had a minority government situation.

However, I did appreciate that in some cases he expressed grave concerns about moving into areas. His advice was very useful in that regard. Mr. Knowles can comment if he wishes, or not, if he does not wish to, but I see only three reasons that could be advanced why these charges were not laid at that time.

Mr. MacQuarrie: When you say the charges were not laid, apparently charges were laid.

Mr. Bradley: They were, but they were laid in secret, so I appreciate what you are saying. They were laid in secret and nothing was really done with them at the time.

The only three possibilities I see existing, Mr. Chairman, are, one, the Ontario Securities Commission could suggest it was because there was an ongoing police investigation. That was one theory that people have advanced. Apparently it is news to both the Ontario Securities Commission and the police that there was an ongoing police investigation at that specific time.

Mr. Knowles: I am sorry, Mr. Chairman, I apologize. I was speaking to the minister and I missed the comment there.

Mr. Bradley: Okay, I will just go over this very briefly. I see only three possibilities that people could advance as reasons for laying these charges and then keeping them secret. One would be that there is an ongoing police investigation, and to my knowledge, at that specific time, that would be news to both the Ontario Securities and the police,

Second, I guess one might advance the argument that one would not want to alert Montemurro and his associates as to what was going on. If you had already brought a receivership application against C and M and you were constantly meeting with Montemurro over Astra, surely you would not expect that Montemurro was unaware of your interest in him. I think that excludes that possibility.

The third possibility would be that you would not want to alarm the investing public and cause a run on Astra deposits. According to business practices division director Robert Simpson, whose division includes the registrar of mortgage brokers who had licensed Re-Mor, Mr. Simpson, when he first found out about these charges in 1980, said he could not figure out how his staff had missed it. Then he found out the OSC had kept the charges secret.

Mr. Simpson said that if the May 1979 charges against Montemurro and others had been filed and announced, it would have put the cap on Re-Mor's brokerage registration. Had that action taken place, it would have saved a lot of people a lot of grief, in particular those who invested after that date. And in Re-Mor investments alone, more than $3 million was collected after the time the OSC laid these charges.

Mr. Chairman: Mr. Bradley, as the Speaker in the House is often wont to say, would you please get to the question? There is no question yet.

Mr. Bradley: These are estimates, Mr. Chairman and members of this committee have the right to make comments, not just ask questions.

Mr. Chairman: Then should we have the minister here at all if you are going to simply give a speech for 24 hours? Yes, Mr. Swart?

Mr. Swart: Mr. Chairman, I would say that in something like this you have to give some explanatory remarks leading up to it. I have a supplementary I want to get in on this at some point rather soon. But I think particularly for the new members of the committee and to put any question in context, this kind of background is extremely necessary.

Mr. Chairman: But, Mr. Swart, we have time constraints. There is a motion to try to stay to an agenda and when Mr. Bradley turned over the next page reading and there was no question in his voice, that is when I have to ask can we please have some form of question. I agree with your comments as to background, but there must be some form of question, otherwise the minister might as well take off while you just complete your speech.

12:20 p.m.

Mr. Gordon: Have you given it to the press yet?

Mr. Bradley: You have never taken this seriously at all, Mr. Gordon, you never have. It

is a matter of grave importance to many people; not just in my area, right across Ontario. We get the same flippant stuff out of you all the time.

Will Mr. Knowles comment if he can, or the minister, if he can?

Hon. Mr. Walker: Let me make a point here. One of the concerns we had was that there was not a perfect transmission of messages, as I gather, from one division of our ministry to another division of our ministry.

Mr. Swart: An understatement.

Hon. Mr. Walker: We are anxious to correct that and we think we have corrected it in the form of the joint meetings that occur on a fairly routine basis. Even on some inconsequential matters there is a fair amount of meeting.

I hope to get us to the point some day where all of the investigation teams of our ministry are located almost on the same floor so they trip over each other every time they wander around; so that the financial institutions, the business practices division, maybe even the liquor licence inspection investigation aspect—because there are some aspects of that that involve a lot of police forces in this country, even Interpol is involved in a good number of these matters—along with the investigatory aspect of the securities commission will all be intermeshed.

I feel that is one of the positive things to have come out of this entire matter, that we will have this kind of cross-pollination, this transmission of information back and forth. This sort of fits into the whole concept of the computer ultimately being available.

While it is under the lead of Mr. Simpson that computer will be available and, as I mentioned in the opening statement, he has a blank cheque to get that computer on stream as fast as physically possible, so it will be there for the securities commission to push buttons and ask questions about what might flow out of the companies division of our ministry, which is totally unrelated as far as the vertical integration of the various aspects of the ministry is concerned.

But here is an area where we want horizontal involvement and that is where I think we are going to have a lot of positive things come out of all this. I am very optimistic that while we can never prevent fraud—there are criminally intent people—that while we can never prevent lies and things of that sort, we nevertheless will be able to capture, as much as possible, any kind of situation that might lead to an unfortunate loss.

Mr. Bradley: Our valid criticism would be that should have been in place some time ago and it is unfortunate that we had to go through these particular incidents to have that available.

Hon. Mr. Walker: Sure, to admit that we are doing it now, in fact having it happen now, is to admit that it is something that would have been much better in place ages ago. But it is in the nature of the operation that today it is in place and that is the important move. I see a lot of positive things that will come out of that.

Mr. Swart: Just on a supplementary on that: do we understand now, even before this new procedure is in place, and I am not sure of the exact degree of it being in place, that at least if any charges are laid, even if they are laid in secret, that—

Hon. Mr. Walker: Do not get too hung up on this word secret.

Mr. Swart: Mr. Chairman, let me rephrase it then, that charges are laid and not proceeded with.

Hon. Mr. Walker: Secret is too strong a word now. It is like a writ being issued. It is there if you want to check it, but generally speaking—

Mr. Swart: Mr. Chairman, perhaps I can go on with my question. I will rephrase it. If the minister does not like the word secret I withdraw it.

When charges are laid and perhaps even when charges are being considered, will that information be automatically provided to the registrars and so on? Was that not the case before—that even if charges were laid, it was not automatically provided?

Hon. Mr. Walker: I want Mr. Simpson to answer that question, because he is taking the lead on that. I wonder, Mr. Simpson, if you could come forward.

Mr. Swart: I am asking specifically, on the charges laid by the securities commission—

Hon. Mr. Walker: You are asking me, and I am directing Mr. Simpson for the moment to answer, and then I will also direct Mr. Knowles to—

Mr. Swart: Yes, perhaps you could ask the securities commission. Is that information automatically provided to the registrars and the other people in the ministry who would have some reason to want to know that? Is it automatically provided?

Hon. Mr. Walker: My answer to your question to me is to have Mr. Simpson for the moment answer that aspect. Mr. Knowles may

want to pick up on that and I shall ask him if he would plug in as well. Mr. Simpson is executive director, business practices division.

Mr. Simpson : All I can say on this one, Mr. Swart, is I have a fairly steady dialogue with the registrar of mortgage brokers, which is the area of direct interest to our division. I happen to know that between the registrar of mortgage brokers and the director of investigation and their counterparts, the working people at the OSC, there is a very extensive amount of dialogue: crossing the street; sending of materials; transferring of cases for action.

I do not have a list of specific matters under way, so I could not say, "Yes, on a charge of something, there was." But I believe that all the elements are there for that process to work. I would be quite surprised if either of us was unaware these days, at least on what the other is thinking in respect of that particular area, of what is being worked on.

There is nothing more I know than that.

Hon. Mr. Walker: Mr. Knowles, I wonder if you might just supplement that.

Mr. Knowles: The introduction of computerized technology to the ministry and its various agencies is very much something that the OSC is not involved with as far as its setting up or its integration are concerned. We are well aware that it is going on and I believe, as Mr. Simpson has said, he is working with the appropriate people at our branch to bring that technology into being. How that gets integrated with the court systems throughout the whole province, I do not know.

Indeed, I do not know whether it stretches beyond the boundaries of the provinces or whatever, but it is my understanding as a relator, a person who lays charges, if I were to go up to Kenora and lay a charge up there in my personal capacity, I do not know how that is picked up into a master computer system and brought on stream. I just do not know the answer to that. That is something I think you would have to ask Mr. Simpson about, whether he is tied into the court systems or what.

Mr. Swart: Maybe I do not understand enough of the procedures, but if the OSC is going to lay charges and does lay charges, would not this have been automatically transferred—and I would like the answer in two parts—if it is relative to the registrar of mortgage brokers, for instance, to his branch? Are there not instructions, if charges are laid under OSC, that the other people who are concerned with that, such as a mortgage broker, are automatically notified of that? Were they before, and are they now?

Hon. Mr. Walker: That is the point, I think. Mr. Knowles, of course, is somewhat above that level of it, because it is done on a staff level; but the staff level includes Mr. Simpson, who is directly involved in the transmission and sits in often on the meetings. So Mr. Simpson might offer you the answer to your question better.

Mr. Swart: Yes, and Mr. Simpson did make those general comments, that there is a lot of discussion, a lot of information. But I am asking a specific question: If charges are laid, is not that information transferred to other branches of the ministry which have a direct concern with it? Is that not automatic? Are there no such instructions in the ministry?

Hon. Mr. Walker: I will ask Mr. Simpson to respond to that.

12:30 p.m.

Mr. Simpson: If you are asking me if we do, the answer is yes.

Mr. Swart: Does the OSC?

Mr. Simpson: I do not know what internal policy they have. I have indicated, Mr. Swart, that I think I would be surprised if our people were not aware of what the OSC was contemplating in this particular area, judging by the traffic in information back and forth that I am aware of. I am not talking now about securities, generally, and the many things they are involved in, but certainly in this particular area I would be quite surprised. I cannot answer on policy. Our policy is to tell them.

Mr. Swart: Then I ask you, Mr. Minister. If you cannot tell me yourself, to whom should my question be directed so I may get a yes or no answer on what took place before and what takes place now?

Hon. Mr. Walker: Mr. Knowles might like to answer the aspect of that question relating to the general policy.

Mr. Knowles: The general policy, as I understand it, is that all information that we have, whether it is related to the laying of charges or other information, is to be transmitted to what are determined to be the appropriate agencies of either the province or other governments, unless there is a specific reason why it is not to be transmitted.

Reasons crop up from time to time which necessitate that information be kept within the confines of the OSC for the better administra-

tion of the OSC act and, we think, for the administration of justice, which is certainly a mandate far beyond our own, and we therefore make a determination that it should not be transmitted.

There is an overall policy which does exist, an overall policy directive that information should be shared by all enforcement agencies, not only in the ministry but elsewhere, including in some cases internationally, unless there is a specific reason in a specific instance for not doing so.

Hon. Mr. Walker: To be specific, this is transmitted at the investigation level. The chief executive officers give you the policy, and we expect this is being carried out. In that these people are meeting, and since Mr. Simpson has indicated that there is a lot of flow back and forth, we would have to assume it as being carried out extensively, if not 100 per cent.

Mr. Swart: I want to know a little bit more about how that operates. We know from the investigation which took place last winter that in fact that was not taking place.

Hon. Mr. Walker: That is what I am saying. This is the positive aspect that comes out of all this, that we are now getting this done properly.

Mr. Swart: Who makes the decision on whether it is done? Does it automatically go out unless some supervisor in a department says it shall not go out? I am referring now specifically to the laying of charges.

I realize there is a lot more information than that, but certainly it seems to me if you are at the point where charges are laid, I cannot see, offhand—you may be able to explain to me—that once charges are laid why there would be any reason for knowledge of that not being transmitted to the other branches of the ministry or other enforcement agencies.

Who makes that decision? Does every one have to be processed through a supervisor, or do they do it automatically unless someone picks it out? I want to know how that process works, because it can get bogged down once again.

Hon. Mr. Walker: I cannot answer that. I will ask Mr. Knowles to respond.

Mr. Knowles: I will respond, and again I will note that my director, Charles Salter, QC, is in the audience and can correct me if I make an incorrect statement on the operation. Mr. Salter, as the director, is the chief administrative officer, by statute, of the Securities Act and of the commission.

The standing instruction is that information is to be communicated unless there is a specific reason for not doing so. When an investigation is started at the OSC, unless there is a reason for not advising the commissioners—for example, if I were the subject matter of the investigation, they would hardly advise me that they were investigating me—the staff is given sufficient latitude that they have the authority to investigate even the commissioners.

In the process they open an investigation file. The chairman, the vice-chairman and the director are made aware that the investigation file has been opened and the staff proceeds, under the direct supervision of the deputy director of enforcement, Mr. John Leybourne, to complete the investigation. He determines who in the enforcement staff will be assigned to the investigation. He liaises with them to the extent that they require assistance, guidance or direction. The actual investigators—some are lawyers, accountants or ex-police officers; he has a multiplicity of skills in his department—report to him, and he decides what should or should not be done on the investigation file.

He acts, in effect, as the agent or the alter ego of the director of the commission, Mr. Salter, in performing that function. If they decide to lay charges under the Securities Act they would make a recommendation to do so and, if authorized to do so, they would go ahead.

Under my chairmanship I would leave that to the director unless he thought that he should bring it to me. He is the chief administrative officer and, in the area of charges, the commission should remain in the background unless there is a specific reason—I know this is vague but this is how it actually works—unless there is a specific reason for bringing the commissioners into the act.

The laying of charges is done at the level of the director or deputy director of enforcement, who is a responsible officer. As a person working at the OSC, no investigator, whatever his qualifications, would be at liberty to lay charges in court on behalf of the OSC. Private individuals can lay charges; whether private individuals can lay them under the Securities Act I do not know, but I assume that they could. If that is true, I suppose the investigator, if he were sufficiently angry with the direction he received, could go and lay his own charge.

The charges are not made willy-nilly. They move up through the whole investigation staff to the peak of the pyramid, which is the deputy director of enforcement; and standing right over his shoulder is the director of the OSC.

Mr. Salter, I do not know whether or not you formally bring all charges to our attention before you lay them. Perhaps you could respond.

Hon. Mr. Walker: Mr. Salter, would you come forward and answer that question? There is a microphone beside Mr. Simpson.

Mr. Salter: The process is even stricter than my chairman has sketched for you, Mr. Swart. As he has stated, the recommendation comes forward through the staff to the commission. At that level, if charges are to be laid under the Securities Act, the consent of the minister must, under the statute, be sought and obtained. If the proceeding is to take place in the Supreme Court on the civil side, or before the commission, then specific instructions from the commission must be received by the staff before those proceedings are taken.

Mr. Swart: Thank you for that information. This will be my final supplementary. I still want to get back to the dissemination of information, particularly if charges are laid. Are there, now, written guidelines about the transfer of information from one branch to another, or from one enforcement agency to another?

Mr. Knowles: To my knowledge, not in the form of an actual written guideline. There is the policy of the OSC. Mr. Director, have you or I issued a written a directive that I am not aware of?

12:40 p.m.

Mr. Swart: Is the policy of the OSC written down?

Mr. Knowles: I do not know. Charles, do you know whether we have a piece of writing?

Mr. Salter: Within the last year the commission underlined for its staff the instructions that have been in place for ever, certainly in my time at the commission. That is, that the normal confidentiality which we must observe does not prevent commission staff from communicating, as may be appropriate, with other law enforcement agencies.

Specifically, the fact of the laying of a criminal charge or a Securities Act charge at the instance of the commission would be communicated to the Canadian Police Information Centre, a computerized facility maintained by the RCMP. That facility is used by law enforcement agencies, including securities law enforcement agencies, across the country. I should mention as well, and Mr. Simpson has already stated this, the communication between enforcement staff of the commission and of his division is close and continuous.

Mr. Knowles: Mr. Salter, can I ask you to supplement your answer to Mr. Swart by explaining to him the operation of section 14 of the act, which deals with the consent of the commission concerning investigations and reports, and so on, and how that relates to section 11?

Mr. Salter: If the commission orders an investigation under section ll, upon the completion of that investigation, staff are obliged by statute to report the results of that investigation fully and in writing to the commission.

Mr. Swart: I have no more questions. I conclude by saying I am really astounded that there are no guidelines in writing with regard to the dispersal of information. The whole excuse that was made on the Re-Mor issue last winter was that information never got from one section to another. It is almost unbelievable to me now that this has not been rectified by something in writing from you, Mr. Minister, if from no one else.

Hon. Mr. Walker: Let me ask Mr. Knowles to respond to that for a moment.

Mr. Knowles: The guidelines on sharing information cannot be reduced to a code in writing without an amendment to the Securities Act or a change in the pattern of what goes on. Mr. Salter did not address this point, but when there has been a formal investigation no one is allowed to discuss what went on in that investigation, including the people who have been questioned under oath and their counsel, neither can information be communicated that there was an investigation unless the commission gives its consent to it under section 14.

The standing instruction Mr. Salter talked about is that the commission has not issued a formal ruling, but has told its director and deputy director that, to the extent that the sharing of that type of information is required in the view of those two senior staff people, they should share the information with people such as Mr. Simpson and the organization Mr. Simpson represents. It is an attractive remedy to search for the certainty and precision of formulae, or to reduce things to writing that will apply to all situations.

In this type of circumstance, the facts that arise with the individuals who are the subject matter of these types of investigations require delicacy and discretion in dealing with them. There do exist, sir, situations, some of which are at present before the OSC—by which I mean today—where in the exercise of discretion the names of the people involved simply cannot be released, for very cogent reasons, at this time.

Ultimately, because you are dealing with personal liberties, reputations and this type of thing, the whole thing has to be "sunlighted" to prevent the ripple effect of their behaviour affecting other people. As Mr. Bradley mentioned in a comment to one of his colleagues, people are adversely affected. You have to make a discretion decision that the benefit of pursuing the investigation to its ultimate conclusion in law—someone going to jail, being fined, or whatever—is a benefit that is too costly to achieve. So you blow your investigations by blowing the cover and disseminating information.

We could be criticized on either side of that, and we are quite prepared to be criticized. We are quite prepared to say that the judgement of someone else is to the contrary. All you can say in that is that specific individuals, on specific days, with specific facts, exercised their discretion or their judgemental powers in a particular way which, a second later, other individuals with or without the same information, might exercise it in a different way.

I would be reluctant, as the statutory chief executive officer of the commission, to attempt to fetter the discretion of my investigators and my senior staff people by giving them specific guidelines. In addition, I am sure that each of my commissioners would individually say, "Then get someone else to be a commissioner, because until they amend the statute it is my discretion whether to release it or not, and if you are going to ignore it, then you do not need me." That is a simple amendment to the statute. You say, "All investigations shall be reported to X the day they are open," and so on.

Mr. Swart: I am not talking about amending the statute. But we saw the ultimate—at least you people say it was the ultimate—in the lack of communication within one ministry at the hearings, and now you are saying to us it is still all verbal. Surely there could be guidelines set up.

Hon. Mr. Walker: The operative thing is what is being done now. You are kind of ignoring the fact that there is a policy in place today that is actual practice. It would be foolish for us to say that we have not learned some things from the previous happenings. The approach we are taking is a very useful approach, particularly as it will involve the accumulation of information as it relates to individuals who may or may not be before the securities commission or, say, the registrar of motor vehicles.

Mr. Swart: And everything will be back in their respective cocoons.

Hon. Mr. Walker: I would like to think that is not the case. You have heard a very good explanation from Mr. Knowles on just how far they can go.

Mr. Swart: I will not take any more time.

Mr. Bradley: Mr. Simpson, may I assume that you stand by your statement that if in May 1979 the charges against Montemurro and others had been filed and announced, that action would have put the cap on the Re-Mor brokerage registration? Would you still stand by that statement?

Hon. Mr. Walker: I ask Mr. Simpson to answer that.

Mr. Simpson: Mr. Bradley, I cannot recall the specifics of the discussion I had with whoever the writer was. It was a very brief discussion. Whether I said "cap," or "put a lid on," or "give us a shot," or something else, I would have spoken euphemistically. But I believe what I said was, "Okay, if something had hit somewhere," I indicated that would have given someone a shot. There would have been another signal, reminder or something. Yes, I believe I made that general comment.

Mr. Bradley: Thank you, Mr. Simpson. I would like to continue with Mr. Knowles, if I may, to see if I can elicit some comments. The minister has exercised certain guidance. I will take about a minute to put something into context and then ask Mr. Knowles to comment as he sees fit, or as the minister guides.

12:50 p.m.

The next item I would like to talk about is the C and M receivership application. Members will recall that this was really the first tentacle of the Montemurro empire that any of the regulators dealt with in a serious manner. As I mentioned earlier, the Montemurro companies collapsed in late April and early May of 1980. However, more than a year earlier, the OSC brought an application to place C and M into receivership. The end result was not an actual receivership, but instead a situation where Montemurro was given two years to wind down the company under the supervision of a receiver with his personal guarantee to pay out any investors who were not paid out by then. In addition, Montemurro put up $500,000 as security.

During the Re-Mor inquiry last January, Mr. Bray suggested that this was the court's idea. Mr. Bray said, and I quote: "It was the direction of the court, as I recall it, and he, in effect, acted as an arbitrator and directed it. I would rather have seen the receiver called in."

However, this matter arose because Montemurro's lawyers had made a counterproposal to the Ontario Securities Commission. It would appear that the OSC went for it. The judge, on his part, had said in his remarks: "If such arrangements"—that is the supervised winding down—"can be worked out and they are satisfactory in my view, I will entertain them. Otherwise, that order"—that is, the receivership order—"will take full force and effect."

What the judge said was either a supervised winding down or a full receivership. Surely, it was the Ontario Securities Commission that acquiesced; this winding down solution was not imposed by the judge. Would you be in a position to make a comment on whether you feel it was actually imposed by the judge or was the idea of the Ontario Securities Commission?

Hon. Mr. Walker: I am going to direct Mr. Knowles not to answer that question.

Mr. Bradley: On what basis?

Hon. Mr. Walker: The civil suits are the ones which are the biggest consideration at the moment. You realize that the civil suits are being brought by taxpayers and brought against the provincial government. What you are now touching on is getting into the aspect of matters that may affect the outcome of those suits one way or the other, helpful or not helpful to taxpayers, or helpful or not helpful to Ontario. Whatever the situation is, I want Mr. Knowles not to reply to that specific aspect.

Mr. Bradley: I do not agree with the minister. I appreciate the minister has the right to exercise that guidance, but I do not agree that answering a question on whether this was imposed by the judge or was the idea of the Ontario Securities Commission will affect that. I do not see that as being the case, but I accept your decision.

Hon. Mr. Walker: I am not arriving at this conclusion in a vacuum. I am having some consultation on it.

Mr. Bradley: No, I realize that.

Hon. Mr. Walker: We have tried to be as co-operative as is humanly possible on the questions, and we have tried to see how far we could go without getting into it. We have reached the point where to breach that line would cause us to go into a position that our crown counsel have advised us, through the Attorney General directly, not to proceed in.

Please be assured that we are not taking this course as a simple flight of fancy. We are doing this on the advice of the chief law officers of the crown, who have given us some direction in the matter. We had some consultation, you know that. Those were the directions. We are trying to effect that direction as best as possible.

As I say, we have tried to go as far as we can and we have tried to answer as specifically as possible the questions you have raised without having to resort to mentioning this aspect of the concern of jeopardizing a case which is before the court, either a criminal case or the civil litigation case, both of which have great consequences. So, given that framework, given what we are trying to provide you, I think we have gone a long way. It is just that at the moment you have touched on an area which makes it very difficult for us to answer, given the qualification, the direction we have received from the chief law officers, the crown law officers.

Mr. Bradley: The minister will recall, however, that Mr. Bray—

Mr. Williams: On a point of order, just before we adjourn at one o'clock and before Mr. Bradley continues now and perhaps on to the next day, I would just like to ascertain from you, Mr. Chairman, if I could, as to where we stand procedurally at this point.

As I understand it, the majority of members of the committee had agreed to ration the time for the estimates to the different sections. I believe the ministry administration allocation was five hours and that went almost an hour beyond that time. I understand the time allotted for commercial standards is six hours. Could you advise the committee how much longer we have to go on commercial standards?

Whether we stay on this subject or not is not my concern. I am just wondering what our time allocation is here, because I think we should endeavour to stay within the time limitations as agreed to by the majority of the members of the committee.

For the purposes of the next day, would you indicate how much longer we will be on commercial standards? We will be moving then, I guess, to technical standards for two hours after that.

Mr. Chairman: Mr. Williams, you are correct, we went five hours and 49 minutes on the first item, for which five hours was allocated; that put us 49 minutes behind. We have now used four hours and 42 minutes of the six hours, so on the face of it wehave an hour and 18 minutes left for the commercial standards section without taking up the slack or making up the time of the overrun on the first section. Does that answer your question?

Mr. Williams: Yes, it does. Just one further question: As I say, it is immaterial to me whether the whole of this particular part of the estimates is limited to dealing with securities. There is certainly a fair degree of interest being demonstrated by the opposition members and I am certainly not one who wants to interfere with that. But there may be other matters that the other members want to discuss as well, on this particular commercial standards section.

I am just wondering if any indication had been made to you as to whether there were other areas the committee would be given an opportunity to delve into under commercial standards or whether Mr. Bradley and Mr. Swart want to continue for the next hour and 18 minutes on this one topic.

Mr. Bradley: In this regard, Mr. Chairman, I do have some other areas I would like to explore, although I do not seem to be getting too far.

I would note as well, if I may, Mr. Williams, because I was in midsentence at the time, when he was before the committee on a previous occasion Mr. Bray showed no reluctance to deal with the very questions the minister has told Mr. Knowles not to deal with. Mr. Bray was more than pleased, or at least did deal with them when the Attorney General of the province was saying there were court proceedings, criminal and civil, at that time. Mr. Bray was quite willing to deal with them, but the minister is saying Mr. Knowles should not.

Hon. Mr. Walker: But the criminal charges have now been laid and I do not believe they had been at the time Mr. Bray was here before.

Mr. Bradley: You are claiming they were at the time.

Mr. Williams: Could we resolve the procedural matter I was raising with you?

Interjections.

Mr. Swart: There are one or two or three other items and time is running out. I would think that we should endeavour to bring the OSC to a close very quickly, not that I want to cut off my colleague, but we only have an hour and 18 minutes left. Even though we are a little bit flexible on the time there are other things we should be discussing.

Mr. Williams: I do not think we should be flexible enough to go an hour beyond our agreed upon time, Mr. Swart.

Mr. Swart: I would hope that we could draw it to a close rather soon after we reconvene tomorrow afternoon.

Mr. Bradley: The only point I would add to that as a point of order, Mr. Chairman, is that I vividly recall the comments of each of the Progressive Conservative members on this committee, to the effect that if we waited until the estimates we would have our chance then; and here are the estimates. Although they have been co-operative up to this point, I think, in providing the opposition with the opportunity to ask these questions, I have expressed concern again about the six hours, but that is why I think we want to proceed in this direction—

1 p.m.

Mr. Williams: Mr. Chairman, I have said twice, quite clearly and specifically, so there would be no misunderstanding as to the purpose of my questioning, that if Mr. Bradley wants to use the remaining hour and 18 minutes for this one topic he is free to do so. I have no compulsion about trying to intervene with other topics or discussions that would in any way divert the time to which you feel you should be entitled to deal with the issue. I am just trying to get some clarification for the benefit of other members of this committee who might have other issues they want to talk about under commercial standards.

I am prepared to sit and wait and let you use up the next hour and 18 minutes, but maybe Mr. Swart and other members of your own caucus may have other issues. I am just trying to get some direction from the chair. I have no intention of in any way interrupting or minimizing the amount of time you want to spend on this issue. I am just trying to get direction for tomorrow's discussions.

Mr. Chairman, could you give us some clarification?

Interjections.

Mr. Chairman: Order. Mr. Piché and Mr. Gordon and Mr. Bradley, the minister has the floor. Order.

Hon. Mr. Walker: Mr. Chairman, I cannot let Mr. Bradley's comments go by without some observation on my part. This morning we have spent two hours and 45 minutes dealing almost entirely with questions he has raised with only maybe two dozen minutes at best being spent on some of Mr. Swart's interjections and only four or five minutes on Conservative interjections.

Mr. Knowles has been here, Mr. Salter has been before you, Mr. Simpson has been before you; questions have been asked, posed, and there is only one area which we felt breached the direction we had received from the crown

law officers. Every other question, and there were copious questions posed by Mr. Bradley, mostly to the officials of the ministry, all of those questions have been answered. Only one area falls into the category of being somewhat difficult.

For Mr. Bradley to say that he is not getting very far, means that on one question, the very last one, he is not getting very far. You said you were not getting very far, I am quoting your words twice. Am I wrong? I heard him say that and I think others have agreed.

The other thing I would like to ask as we adjourn is there was some understanding that Rembrandt was going to come on at 12 or 12:30 and that has not occurred. That is still within this area and no doubt there is some interest left in that. There was some intention to foreclose the further discussion on the securities commission. Mr. Knowles has indicated to me that tomorrow is packed with hearings. That makes it uncomfortable for him to return. Of course, if you direct, I think we would have to consider the direction as being probably reasonable, but there are people who are going to be inconvenienced.

If it were not inconvenient to members, if it were possible perhaps for Mr. Bradley even to submit his questions in writing and have them answered in the same way Mr. Renwick did when he found he was unable to return this week, maybe that is a way of answering the remaining one or two questions he might have.

If it is possible to free up the commission and let them go back to doing the work for which they are mandated, particularly with the hearings that have been scheduled for tomorrow, if that meets with Mr. Swart's views or meets with Mr. Bradley's views, that would be convenient now and certainly to the benefit of the citizens who are appearing at the hearings tomorrow.

Mr. Bradley: I will submit my further questions to the securities commission in writing to Mr. Knowles and receive the answers in that fashion.

Hon. Mr. Walker: Does that mean then that we can dispatch the members of the commission to return to their work and not to return here?

Mr. Bradley: In view of the time that is remaining, and I want to see it spread out, I think that is a satisfactory way of handling it.

Mr. Williams: I gather then, Mr. Chairman, we will go on to other topics under this particular heading of the estimates the next day, is that correct?

Mr. Chairman: Can we have that clarified? Are we all through with 1502, item 1, the section on securities?

Item 1 agreed to.

PERSONNEL CHANGES

The Deputy Director, Corporate Finance is pleased to announce that Heather Main has joined the Commission staff as a Corporate Finance Solicitor. Ms. Main attended Osgoode Hall Law School and was called to the Ontario bar in 1979. She was formerly with the Corporate Finance department of a major investment dealer in Toronto. We are confident that her industry experience will provide valuable background in carrying out her new duties.

DESIGNATION AS ACTING SECRETARY

Pursuant to subsection 2 of section 10 of the Securities Act, R.S.O. 1980, c.466 EUGENE GREGORY LOWE is designated to act in the capacity of Secretary when the Secretary is absent from the Commission office temporarily or permanently for any periods.

20th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

NOTICE

COMMISSION RATE STRUCTURE HEARING
DECEMBER 7TH AND 8TH, 1981

LOCATION: Courtroom 19
4th Floor
Courthouse for Judicial District of York
361 University Avenue

TIME: 8:15 o'clock in the forenoon

GREAT LAKES POWER CORPORATION LIMITED

WHEREAS Great Lakes Power Corporation Limited (Great Lakes) is a company incorporated under the laws of Ontario;

AND WHEREAS Great Lakes has made an application, received on August 10, 1981, and perfected on October 23, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS Great Lakes has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Great Lakes be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Great Lakes is in Ontario.

November 9, 1981.

"Henry J. Knowles" "Harry S. Bray

DUSTBANE ENTERPRISES LIMITED

WHEREAS Dustbane Enterprises Limited is a company incorporated under the laws of Canada;

AND WHEREAS Dustbane Enterprises Limited has made an application, which application was received on September 22, 1981, and perfected and completed on November 6, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS Dustbane Enterprises Limited has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Dustbane Enterprises Limited be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Dustbane Enterprises Limited is in Ontario, provided, that Dustbane Enterprises Limited supply any of it's shareholders and other securityholders audited financial statements as it is required to do under standing obligations.

November 9, 1981

"Henry J. Knowles" "Harry S. Bray"

DOMLIM INC.

WHEREAS Domlin Inc. ("Domlim") is a company incorporated under the laws of the Province of Quebec;

AND WHEREAS Domlin has made an application, received in completed form on September 3, 1981, to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS Domlin has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Domlin be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Domlin is in Ontario.

November 9, 1981

"Henry J. Knowles" "Harry S. Bray"

ROYAL BANK OF CANADA

UPON the application, received in completed form on November 8, 1981, of The Royal Bank of Canada (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of The Royal Bank of Canada be and hereby are exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of The Royal Bank of Canada through the Shareholder Dividend Reinvestment and Share Purchase Plan and Stock Dividend and Share Purchase Plan provided that:

1. Each insider shall file by January 31 of each year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Shareholder Dividend Reinvestment and Share Purchase Plan and Stock Dividend and Share Purchase Plan during the twelve month period ending December 31 preceding such date; and

2. If any insider should dispose of securities acquired through the Shareholder Dividend Reinvestment and Share Purchase Plan and Stock Dividend and Share Purchase Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

November 26, 1981

THE BANK OF NOVA SCOTIA

UPON the application, received in completed form on November 10, 1981, of The Bank of Nova Scotia (the "Issuer"), a chartered bank governed by the Bank Act (Canada), to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of The Bank of Nova Scotia be and hereby are exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of The Bank of Nova Scotia through its Dividend Reinvestment and Share Purchase Plan (the "Plan") and its Stock Dividend and Share Purchase Program (the "Program") provided that:

1. Each insider shall file within sixty days (60) of the end of each financial year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Program or the Plan during the twelve month period ending October 31 preceding such date; and

2. If any insider should dispose of securities acquired through the Program or the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

November 20, 1981

EXTENDICARE LTD.

UPON the application, received in completed form on September 30, 1981, of Extendicare Ltd. (the "Issuer"), a Company incorporated under the laws of Canada, to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of Extendicare Ltd. be and hereby are exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of Extendicare Ltd. resulting from participation in the Employee Share Purchase Plan (the "Plan") instituted by Crown Life Insurance Company, provided that:

1. Each insider shall file by July 10th of each year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Plan during the twelve month period ending May 31st preceding such date; and

2. If any insider should dispose of securities acquired through the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

November 9, 1981

FORD MOTOR COMPANY OF CANADA LIMITED

WHEREAS FORD MOTOR COMPANY OF CANADA LIMITED (the "Issuer") is a company incorporated under the laws of Canada;

AND WHEREAS the Director of the Ontario Securities Commission (the "Commission") has made an order dated January 11, 1980 (the "Original Order") pursuant to section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c.466 (the "Act") the last paragraph of which reads as follows:

> "IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the act that each individual who is an insider of Ford Canada, other than an individual who is an insider of Ford Canada by reason of his position as a director or senior officer of Ford Canada, Ford U.S. or any subsidiary of Ford Canada, be and is exempted from the reporting requirements of Section 102 of the Act.";

AND WHEREAS the Issuer has made an application, initially received September 21, 1981 and perfected October 8, 1981, to the Commission pursuant to Section 117(2)(a)(ii) of the Act wherein the Issuer has represented to the Commission that:

a) none of the directors and senior officers of the subsidiaries of the Issuer, execpting those individuals who are also insiders of the Issuer by virtue of Section 1(1)(17)(i) or (iii) of the Act, in the ordinary course receives knowledge of material facts or material changes with respect to the Issuer prior to general disclosure of such facts or changes; and

b) the Issuer will maintain a continuing review of the facts upon which this application is predicated and will advise the Commission promptly of any relevant change therein;

AND WHEREAS the Commission pursuant to section 6 of the Act has assigned to me the power to make an order under section 117(2)(a)(ii) of the Act;

AND WHEREAS in the circumstances of this particular case there is adequate justification for granting this order;

IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that the Original Order be and is hereby varied by deleting the above quoted paragraph of the Original Order and substituting the following in its place and stead:

"IT IS ORDERED pursuant to section 117(2)(a)(ii) of the Act that each individual who is an insider of the Issuer, other than an individual who is an insider of the Issuer by reason of his position as a director or senior officer of the Issuer, or Ford U.S. be and hereby is exempted from the reporting requirements of sections 102 and 104 of the act with the exception that the directors and senior officers of subsidiaries of the Issuer

i) who do or will receive in the ordinary course knowledge of material facts or material changes with respect to the Issuer prior to general disclosure of such facts or changes; or

ii) who are or will be also insiders of the Issuer by virtue of sections 1(1)(17)(i) or (iii) of the Act;

will not be exempted from the reporting requirements of section 102 or 104 of the Act."

November 19, 1981

INTERNATIONAL CHEMALLOY CORPORATION

WHEREAS International Chemalloy Corporation ("Chemalloy") is a company incorporated under the laws of Ontario;

AND WHEREAS the Ontario Securities Commission (the "Commission") made an order dated September 2, 1981 (the "Original Order") pursuant to section 79(a)(i) of the Securities Act, R.S.O. 1980, c.466 (the "Act") the last paragraph of which reads as follows:

> "IS IT ORDERED pursuant to section 79(a)(i) of the Act that Chemalloy may omit from its annual audited financial statements for its fiscal year ended December 31, 1980 the consolidated statement of changes in financial position as well as the comparative statement of changes in financial position for its fiscal year ended December 31, 1979.";

AND WHEREAS Chemalloy has made an application, which application was initially received on September 4, 1981 and perfected on October 7, 1981, to the Commission for an order pursuant to section 140 of the Act to amend the Original Order;

AND WHEREAS the Commission is of the opinion that to make this order is not prejudicial to the public interest;

IT IS ORDERED pursuant to section 140 of the Act that the Original Order be and is hereby varied by deleting the above quoted paragraph of the Original Order and substituting the following in its place and stead:

"IT IS ORDERED pursuant to section 79(a)(i) of the Act that Chemalloy may omit (a) from its annual audited financial statements for its fiscal year ended December 31st, 1981 the consolidated statement of changes of financial position as well as the comparative statement of changes of financial position for its fiscal year ended December 31st, 1979, and (b) from its interim financial statements for the six-month and nine-month periods of its fiscal year ending December 31, 1981 comparative statements to the end of the corresponding periods in its fiscal year ended December 31, 1980."

November 19, 1981

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF CDC PETROLEUM INC.
AND AQUITAINE COMPANY OF CANADA LTD.

UPON the application of CDC Petroleum Inc. ("Petroleum") to the Ontario Securities Commission (the "Commission") pursuant to section 99 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") for an order under clause (e) of section 99 exempting it from certain requirements of Part XIX of the Act;

AND UPON Petroleum representing that:

(1) Pursuant to an agreement entered into on 26 June, 1981 (the "Aquitaine Agreement") Petroleum purchased from Societe Nationale Elf Aquitaine approximately 74.75% of the issued and outstanding common shares of Aquitaine Company of Canada Ltd. ("Aquitaine"); and

(2) By an offer dated 11 September, 1981 (the "Petroleum Offer"), Petroleum has offered to purchase any and all common shares of Aquitaine not owned by Petroleum;

AND UPON hearing counsel for Petroleum and the staff of the Commission;

AND UPON the Commission being of the opinion that it would be not prejudicial to the public to do so.

THE COMMISSION ORDERED pursuant to clause (e) of section 99 of the Act that Petroleum be and hereby is exempted, in part, from the requirements of section 89 and 90 of the Act with respect to the Petroleum Offer such that:

(1) The date of the Petroleum Offer shall remain 11 September, 1981, the date on which the Petroleum Offer was first sent to shareholders of Aquitaine regardless of any waiver of condition or extension mentioned in paragraph (2) below; and

(2) If Petroleum elects to extend the Petroleum Offer or to waive any condition set forth in the Petroleum Offer, such extension or extensions or waiver shall be deemed not to be a variation in the terms of the Petroleum Offer, provided that any common shares of Aquitaine which have not been taken up and paid for prior to the date of extension or waiver, as the case may be, may be withdrawn by an offeree at any time until the expiration of ten days from the date of mailing of the notice of extension or waiver, as the case

may be, required by subsection 1 of section 90 of the Act.

21 September, 1981.

"Henry J. Knowles" "R.T. Morgan"
"Stuart Thom"

IN THE MATTER OF CDC PETROLEUM INC.
AND AQUITAINE COMPANY OF CANADA LTD.

UPON the application of CDC Petroleum Inc. ("Petroleum"), a wholly-owned subsidiary of Canada Development Corporation ("CDC"), to the Ontario Securities Commission (the "Commission") pursuant to section 99 of the Securities Act, R.S.O. 1980, c.466 (the "Act") for a decision pursuant to clause (d) of section 99 that, for the purposes of section 91 of the Act, the agreement with respect to matters related to Texasgulf Inc. entered into on 26 June, 1981 and made between CDC and Societe Nationale Elf Aquitaine ("SNEA"), as amended by an agreement made 6 July, 1981 between CDC and SNEA (such agreement, as amended, being collectively the "Texasgulf Agreement") and the agreement with respect to matters related to Aquitaine Company of Canada Ltd. ("Aquitaine") entered into on 26 June, 1981 and made between CDC and SNEA (the "Aquitaine Agreement") were, if collateral, made for reasons other than to increase the value of the consideration paid by Petroleum to SNEA for the common shares of Aquitaine purchased by Petroleum pursuant to the Aquitaine Agreement to a value greater than that being offered to the other holders of common shares of Aquitaine pursuant to the offer dated 11 September, 1981 and made by Petroleum to purchase any and all common shares of Aquitaine not owned by Petroleum (the "Petroleum Offer"), or, in the alternative, for an order under clause (e) of section 99 exempting Petroleum from subsection 91(3) of the Act;

AND UPON the Commission having been furnished with a copy of each of the Petroleum Offer, the Texasgulf Agreement and the Aquitaine Agreement;

AND UPON the Commission being informed that under the Aquitaine Agreement;

(1) Petroleum has acquired from SNEA 16,130,000 (or 74.75%) of the 21,579,480 outstanding common shares of Aquitaine at a price of $74 (Canadian) per share which was satisfied by the payment of $61.65125 (United States) per share;

(2) Petroleum also paid to SNEA the sum of $299,925 (United States) being interest in respect of the purchase price for 5,563,000 common shares of Aquitaine because the closing of the purchase of these shares was delayed to 4 August, 1981 from 1

August, 1981 which latter date was intended to have been the closing date pursuant to the Aquitaine Agreement;

(3) Petroleum agreed that, save for certain circumstances it would pay SNEA any difference between the price per share paid for the 16,130,000 common shares of Aquitaine under the Aquitaine Agreement and the price per share paid by Petroleum for any other common shares of Aquitaine within eighteen months from the date of the Aquitaine Agreement in order to ensure that SNEA would rceive not less than the holders of other common shares of Aquitaine;

(4) SNEA agreed to continue to make available to Aquitaine for a period of two years certain technical support in the form of personnel and services (which SNEA had previously supplied to Aquitaine) for a consideration equal to the cost of providing such services in order to avoid unnecessary dislocation and business inconvenience

(5) Certain licence agreements (which had previously been entered into between SNEA and Aquitaine, on a basis favourable to Aquitaine) are to be renegotiated to provide for terms comparable to those received by other third party licensees of SNEA in order to reflect normally prudent business terms;

and that under the Texasgulf Agreement, CDC and SNEA agreed to take certain actions and to make certain loans and payments in order to enable SNEA and CDC to acquire ownership of all stock of Texasgulf Inc. and to achieve a division of the assets of Texasgulf Inc. whereby CDC will receive the Canadian assets of Texasgulf Inc. and will assume the liabilities relating thereto in exchange for the shares of common stock of Texasgulf Inc. owned by CDC and upon the payment of certain amounts by CDC (and the making of certain cash adjustments);

AND UPON reading the application of Petroleum and hearing counsel for Petroleum and the staff of the Commission;

AND UPON assuming without so determining that the Aquitaine Agreement and the Texasgulf Agreement are collateral agreements within the meaning of clause (d) of section 99 of the Act;

THE COMMISSION DECIDED pursuant to clause (d) of section 99 of the Act that the Aquitaine Agreement and the Texasgulf Agreement have not been entered into for the purpose of increasing the value of the consideration paid to SNEA under the Aquitaine Agreement for its common shares of Aquitaine.

21st September, 1981.

"Henry J. Knowles" "Harry S. Bray"
"Stuart Thom"

IN THE MATTER OF ROYAL TRUSTCO LIMITED,
KENNETH ALAN WHITE AND JOHN MERTON SCHOLES

UPON the Ontario Securities Commission (the "Commission"), on October 8, 1981, having made an order (the "Suspension Order") pursuant to section 124(1) of the Securities Act, R.S.O. 1980, c.466, (the "Act"), that the exemptions contained in section 34(1) of the Act shall not apply to Kenneth Alan White ("White") for 60 consecutive days following Sunday, October 18, 1981, and to John Merton Scholes ("Scholes") for 30 consecutive days following Sunday, October 18, 1981;

AND UPON Royal Trustco Limited ("Royal Trustco"), White and Scholes having appealed to the Divisional Court pursuant to section 9(1) of the Act from the Suspension Order by way of Notice of Appeal dated October 15, 1981;

AND UPON counsel for Royal Trustco, White and Scholes having requested that the Commission make an order pursuant to section 9(2) of the Act granting a stay of the Suspension Order until disposition of the appeal;

AND UPON the Commission having formed the opinion that the making of this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 9(2) of the Act that a stay of the Suspension Order be granted and the withdrawal of exemptions from White and Scholes referred to in paragraphs 1 and 2 of the Suspension Order shall take effect 10 days following the dismissal or abandonment of the appeal to the Divisional Court from the Suspension Order.

15th October, 1981.

"Henry J. Knowles" "Harry S. Bray"
"W.A. Simonton" "R.T. Morgan"
"Stuart Thom" "G.M. Webster"

IN THE MATTER OF A FEATURE LENGTH MOTION PICUTRE PROVISIONALLY ENTITLED "LOVE"

UPON the application of Coup Films Ltd. (the "Issuer"), an Ontario corporation, to the Ontario Securities Commission (the "Commission") pursuant to sections 79(b)(iii) and 87(2)(b) of the Securities Act, R.S.O. 1980, c.466 (the "Act") in respect of the feature length motion picture film provisionally entitled "Love" (the "Film"), received in completed form July 29, 1981;

AND UPON it appearing to the Commission that:

1. The Issuer, a company wholly owned by Renees Perlmutter, was incorporated for the purpose of producing and distributing motion picture films;

2. The Issuer has filed with the Commission a preliminary prospectus dated April 29, 1981, duly certified by the Issuer, relating to the distribution of undivided ownership interests (the "Units") in the Film (the "Preliminary Prospectus");

3. Upon the issuance by the Commission of a final receipt for a prospectus relating to the distribution of the Units, and upon the closing or closings of distribution as contemplated therein, the Issuer will convey certain property in and rights to the Film to purchasers (the "Unitholders"), all as described in a unitholders' agreement to be entered into by the Unitholders and the Issuer, inter alia, (the "Unitholders' Agreement) a draft of which Unitholders' Agreement is annexed to the Preliminary Prospectus;

4. Renee Perlmutter and David Perlmutter are promoters of the Film within the meaning of the Act;

5. Renee Perlmutter's services as producer of the Film have been provided through her wholly-owned company, Velvet Film Productions Limited ("Velvet"), and David Perlmutter's services in connection with the financing, production and distribution of the Film have been provided through his wholly-owned company, Quadrant Films Limited ("Quadrant");

6. Quadrant, pursuant to the Unitholders' Agreement, will be appointed agent for the

Unitholders to hold title to the Units on their behalf, and to act on their behalf with respect to all matters in connection with the Film and the exploitation thereof;

7. Compass Film Sales Limited ("Compass"), a wholly-owned subsidary of Quadrant, has acted, together with Hemisphere Productions S.A. ("Hemisphere"), a company managed by Barry Levison, as completion guarantor in respect of the Film, and has been appointed, together with Video Productions S.A. ("Video"), a company managed by Barry Levinson, as sales agent for the Film; and

8. It is appropriate in the circumstances that Quadrant be responsible for compliance with Parts XVII and XVIII of the Act in respect of the unincorporated association comprised of the Unitholders (the "Association");

AND UPON the Commission being advised that each of the Issuer, Renee Perlmutter, David Perlmutter, Compass, and Quadrant are aware of the importance of compliance with the terms of this order applicable to Quadrant;

AND UPON the Commission being of the opinion that to make this order would not be prejudicial to the public interest and being satisifed that in the circumstances of this particular case there is adequate justification for so doing;

NOW THEREFORE IT IT ORDERED pursuant to sections 79(b)(iii) and 87(2)(b) of the Act that the Issuer be and hereby is exempted from compliance with the requirements of Parts XVII and XVIII of the Act with respect to its own affairs, subject to the terms and conditions that:

1. Quadrant, the Issuer, Renee Perlmutter, David Perlmutter, and Compass shall have filed with the Commission a written undertaking, satisfactory in form and content to the Director, in the case of Quadrant to comply with the requirements of Parts XVII and XVIII of the Act in respect of the affairs of the Association as modified by paragraph 3 of this order, and in the case of the Issuer, Renee Perlmutter, David Perlmutter and Compass, to

use its best efforts to cause Quadrant to so comply;

2. Except as expressly provided herein, Quadrant shall comply with or cause to be complied with the requirements of Parts XVII and XVIII of the Act in respect of the affairs of the Association;

3. Notwithstanding paragraph 1 of this order, Quadrant shall not be required to comply with or cause to be complied with the requirements of sections 76(1) and 78 of the Act to file with the Commission and send to Unitholders interim financial statements of the Association, as of the date of this Order, provided that:

(a) by a vote of the Unitholders taken at each annual meeting of Unitholders a majority of votes cast shall approve this exemption and the results of such votes, in any case, shall be reported in writing to the Commission within three days of the taking thereof;

(b) Quadrant shall cause to be filed with the Commission and sent to all Unitholders:

(i) semi-annual interim financial statements of the Association, prepared in accordance with section 76(1) of the Act; and

(ii) interim financial statements of the Association for any fiscal quarter in which a material change occurs in the affairs of the Association, prepared in accordance with section 76(1) of the Act, but such statements need not be comparative; and

(c) this exemption shall terminate upon the occurrence of a material change in the affairs of the Association unless the Commission is satisfied that the exemption should continue,

4. Quadrant shall cause an audited Statement of Total Costs of Production of the Film and a copy of the certificate for the Film as a certified feature production by the Secretary of State for Canada to be filed with the Commission and sent to all Unitholders;

5. Quadrant, on or before March 31 of each year, shall cause to be sent to each Unitholder sufficient information for inclusion in the income tax return of such Unitholder the proper income and deductions atttributable to the investment of such Unitholder in the Film, including in every such year an explanation of the relevance of the information for income tax purposes;

6. The financial statements of the Association required to be filed with the Commission and sent to all Unitholders pursuant to this order shall be approved by the director of Quadrant and the approval shall be evidenced by the manual or facsimile signature of the director of Quadrant;

7. For the purposes of compliance by Quadrant with the terms of this order, a reference in Parts XVII and XVIII of the Act or the regulations to the Act pertaining thereto an officer, director or management of the reporting issuer shall be deemed to be reference to an officer, director or management of Quadrant, as the context may require;

8. For the purposes of sections 75 and 131 of the Act, those persons or companies in a special relationship with the Issuer, Quadrant, Compass, Hemisphere or Video shall be deemed to be persons or companies in a special relationship with the Association; and

9. The exemption from the requirements of Parts XVII and XVIII of the Act granted to the Issuer with respect to its own affairs by this order shall terminate forthwith if the Issuer shall be come a reporting issuer within the meaning of section 1(1)(38) of the Act in connection with an issue of its own securities.

24th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

CARVERN INTERNATIONAL INDUSTRIES LTD.

UPON the application, received on May 28, 1981 and supplemented with additional material on October 19, 1981 of Carvern International Industries Ltd. (the "Issuer"), a company incorporated under the laws of the Province of British Columbia, to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") in respect of trades in certain options which the Issuer proposes to grant and the shares issued pursuant to the exercise of these options;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON it being represented to the Commission that:

A. set out in Schedule "A" annexed hereto are the names of certain directors and former directors (the "Directors") of the Issuer to whom the Issuer proposes to grant options (the "Options") to purchase that number of common shares of the Issuer (the "Shares") specified opposite the Director's name;

B. each Director is either a director or former director of the Issuer but is not an employee, an officer or a promoter of the Issuer; and

C. the Issuer is a reporting issuer not in default of any requirement of the Act or the regulations made pursuant thereto (the "Regulations");

AND UPON the Commission being satisfied that to rule as requested would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED pursuant to section 73 of the Act that neither the proposed grant of the Options to the Directors nor the issuance of the Shares pursuant to the exercise of the Options is subject to section 24 or 52 of the Act on the following conditions:

1. that the Options are non-transferable;

2. that the first trade of each of the Shares acquired through the exercise, in whole or in part, of any of the Options (the "First Trade") is a distribution, unless

(a) such First Trade is a trade exempted from section 52 by subsection 71(1) of the Act and the Director making such exempt trade complies with the reporting requirements of the Act and Regulations applicable to such exempt trade; or

(b) (i) the Issuer is a reporting issuer not in default of any requirement of the Act or the Regulations;

(ii) each of the Shares included in such First Trade has been held by the Director making such First Trade from the date of acquisition for at least the minimum period of time specified in clause 71(4)(b) of the Act, as if such Shares had been acquired pursuant to one of the clauses of subsection 71(1) of the Act specified in subsection 71(4) of the Act;

(iii) no effort is made to prepare the market or create a demand for the Shares and no extraordinary commission or consideration is paid in respect of such First Trade; and

(iv) the Director making such First Trade in reliance upon and in accordance with the terms of this condition 2(b), within ten days of such First Trade, files with the Commission a letter indicating such reliance and, excepting reference to subsection 71(4) of the Act, providing the information required in Form 21 as prescribed by the Regulations,

then such first trade is a distribution only if it is a distribution as defined in subparagraph (iii) of paragraph 11 of subsection (1) of section 1 of the Act;

3. that the Issuer shall cause to be delivered to each Director a copy of this ruling; and

4. that each Director furnishes to and files with the Commission within ten days of receipt of a

copy of this ruling, a written acknowledgement that he has received a copy of this ruling.

17th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

REVENUE PROPERTIES COMPANY LIMITED

UPON the application, received on July 28, 1981 in perfected form, by Revenue Properties Company Limited ("Revenue") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that certain trades of securites of Revenue are not subject to section 52 of the Act;

AND UPON reading the application and the recommendations of the staff of the Commission;

AND UPON it appearing that:

1. Revenue is a corporation incorporated under the laws of Ontario;

2. Revenue has been a reporting issuer for at least eighteen months;

3. The only classes of shares of Revenue which have been issued and are outstanding are fully participating Class A Shares and fully participating Class B Shares (the "Class B Shares") both of which are listed on The Toronto Stock Exchange; and

4. Revenue proposes to issue, pursuant to the exemptions contained in clause 71(1)(c) and (d), shares (the "Preference Shares") of an initial series of First Preference Shares which would be convertible into Class B Shares;

AND UPON the Commission being satisfied that so to rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that:

1(a) the first trade in Preference Shares previously acquired from Revenue by the vendor pursuant to a distribution exempted by clause 71(1)(c) or (d) of the Act,

(b) the first trade in Preference Shares previously acquired from a person or company other than Revenue by the vendor pursuant to an exemption contained in clause 71(1)(a), (c), (d) or (q) of the Act, and

(c) the first trade in Class B Shares that were

issued to the vendor on the conversion of Preference Shares where the vendor is a peson or company described in paragraph 1(a) or (b) of this ruling

are not subject to section 52 of the Act if:

(i) Revenue is at the time of such first trade not in default of any requirement of the Act or the Regulations thereunder;

(ii) at least one year has elapsed from the date of the acquisition of the Preference Shares by the vendor;

(iii) the vendor files a report on Form 21 with the Commission within ten days; and

(iv) in the circumstances described in paragraph 1(c) of this ruling, if, when the Class B Shares were acquired by the vendor, the number of Class B Shares beneficially owned by, or that would be issued or transferred on the exercise of all currently exercisable rights of purchase, conversion or exchange to, the vendor, his associates and affiliates and all persons or companies with whom the vendor intended to act in concert in making trades of Class B Shares other than a registrant engaged on the usual terms solely for the purpose of making such trades, exceeded, in aggregate 5% of the total number of the Class B Shares then outstanding, such Class B Shares have been held by the vendor for at least sixty days following the date upon which the vendor filed with the Commission, Revenue and each stock exchange upon which there was then listed and posted any securities of Revenue, a notice disclosing:

(A) the fact of the issuance of the Class B Shares and the particulars thereof, and

(B) the date upon which the vendor proposed to first make a trade in the Class B Shares or, a statement

to the effect that he did not then propose to make such a trade; and

2. the first trade in Class B Shares that were issued to the vendor on the conversion of Preference Shares other than in the circumstances described in paragraph 1(c) of this ruling if Revenue has made disclosure of such conversion to the Commission is not subject to section 52 of the Act,

provided that:

I. no effort is made to prepare the market or create a demand for the Preference Shares or the Class B Shares and no extraordinary commission or consideration is paid in respect of such trade,

II. such first trade is not a distribution within the meaning of subparagraph 1(1)11(iii) of the Act,

III. the Preference Shares which are the subject of the trade or which were converted into the Class B Shares which are the subject of the trade were issued at such time as Revenue was not in default of any requirement of the Act or the regulations made thereunder and, in any case, prior to the earlier of 180 days from the date of this ruling and the 14th day following the date of the first issue of any Preference Shares,

IV. Revenue complies with O.S.C. Interim Policy 3-58 and any successor thereto with respect to the Class B Shares,

V. Each investor who purchases Preference Shares which are subject to this ruling is furnished with a copy of this ruling and acknowledges to the Commission the receipt of such copy,

VI. this ruling shall automatically terminate on the date that any amendment to section 71 of the Act shall come into force.

19th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

EXEMPT PURCHASER

CANADIAN GAS AND ENERGY FUND LIMITED

The Commission granted recognition to Canadian Gas and Energy Fund Limited as an exempt purchaser under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

ZAGHA v. KINGWEST SECURITIES LTD. et al.

Ontario Supreme Court [High Court of Justice],
Southey J.

Heard–March 4, 1981.
Judgment–March 6, 1981.

Securities – Option contracts – Risk – Duty of broker to explain risks of options trading to client – Liability.

The plaintiff opened an options trading account with K and was required to sign a form acknowledging awareness of the high degree of risk in options trading. Trading was acknowledged to be in United States funds and the form also provided for acknowledgement of the risks of currency fluctuations. K required a separate account for each customer to trade in stock options. The evidence established that the risks were high. The Court found K owed a duty to its customers to warn them of this high risk.

The plaintiff was persuaded by his friend, H, to trade in options as H had gained substantial profits thereby. The plaintiff gave H his cheque for $13,000 to deliver to K to open an option account with trading to be on H's instructions. The plaintiff was experienced in business affairs and realized there was some risk involved. K required the plaintiff's written authorization to accept the deposit to H's account. H prepared and the plaintiff signed such an authorization enabling K to open an account in the plaintiff's name. On the same day H placed an order to purchase options on Polaroid Corporation shares costing some $26,000. Subsequently the market for Polaroid Corporation shares fell and the purchased options declined drastically in value. The funds in the plaintiff's account were used to offset debit balances in H's account. At some stage, possibly on the day before the purchase of the options, the plaintiff had also signed in favour of K a guarantee in an unlimited amount for H's liabilities to K. The plaintiff brought action against K and Mr. and Mrs. H to recover his losses.

Held–The action was successful.

The Court held that as the plaintiff's cheque given to H was made payable to K, it showed clearly that the plaintiff was relying on K as his broker and that K had accepted this relationship by opening an account in his name. Thus the dealings between the plaintiff and H had created the relationship of stockbroker and client between the plaintiff and K and K had properly applied the plaintiff's funds to offset the debit balances in H's account as it was intended that these funds be security to be applied against the cost of the purchased options.

The Court refused to permit K to rely on the plaintiff's guarantee beyond the plaintiff's original $13,000. The events surrounding its execution were uncertain and it was not under seal.

K, however, was under a duty to warn the plaintiff of the high risks on option trading. On the facts K had taken no steps to communicate directly with the plaintiff as to the nature or extent of these risks. Also, the plaintiff had not been warned by H.

K was negligent in failing to do enough to warn the plaintiff and was liable to him for the loss of his $13,000. The two defendants Mr. and Mrs. H did not defend the claim against them and thus were held liable as well.

Canadian Abridgment (2nd) Classification
Securities and Stock and Grain Exchanges, IV, 1, a; V, 1, a; IX, 1.

ACTION to recover the loss of a deposit made to open a stock options trading account.

L. DiPierdomenico, for plaintiff.
W.M. Temple, Q.C., for corporate defendant Kingwest Securities Limited.

March 6, 1981. SOUTHEY J. (orally):—I do not propose to review the evidence in any detail, because it is fresh in all of our minds.

On the view that I take of the facts in this case it is essential to the plaintiff's case to show that the corporate defendant, Kingwest, a stockbroker, was under a duty of care to warn a customer or prospective customer of the high risk of trading in stock options before acting as agent for that client or customer in carrying out the purchase or sale of stock options.

No evidence was called of experts knowledgeable in the field, such as representatives of the Toronto Stock Exchange or members of reputable brokerage firms or investment dealers.

The only evidence I have is this: Firstly, there is the form, Ex. 5, which Kingwest required the plaintiff to sign and which, as I understand the evidence, Kingwest requires any customer or prospective customer to sign before it will act for such customer in option transactions. That form includes as its introductory paragraph the words:

"In connection with the opening of an option account I am well aware that option trading involves a high degree of risk. I am aware that price movements in such markets are subject to sharp price upward and downward swings, and realize that any sharp price fluctuation may result in a severe loss of my capital."

The final paragraph in the form reads: "I acknowledge receipt of The Options Clearing Corporation prospectus".

The penultimate paragraph provides that all transactions are to be in United States currency, and contains an acknowledgement by the customer that he understands his risk includes those related to currency fluctuations.

I think it is fair to draw the inference from the evidence that this form, or one in substantially the same form, is required under the practice of the Toronto Stock Exchange. I base that on the evidence of Mr. Bailey.

Secondly, there is the evidence of Mr. Bailey that his firm, Kingwest Securities Limited, would not permit a customer to trade in stock options without opening a separate account. This practice clearly indicates a recognition by Kingwest of the additional risk involved in option trading.

Finally, there was the evidence given by Mr. Bailey on discovery that he would advise a client who wanted to deal in stock options of the very high risk involved, and that his firm always did so.

When asked to put a degree on the danger of option trading, he described it as treacherous. He said that in a good market it can be fantastically profitable, and in a bad market it is a disaster on call options.

On the basis of that evidence, I am satisfied that there was a duty on Kingwest, as a stockbroker, to warn customers of the high risk of dealing in options before acting on behalf of such customers to buy or sell options.

I turn now to the specific facts of this case.

I find as a fact that on or before July 22, 1975, the plaintiff was persuaded by his friend, the defendant Majid Hamza, to trade in stock options so that he could enjoy the substantial profits that Hamza had gained in this activity. In order to participate in the trading, the plaintiff provided Hamza, or delivered to

Hamza on July 22 a cheque in favour of the corporate defendant for $13,000. This cheque, I find, was given by the plaintiff to Hamza for delivery to Kingwest Securities Limited for use in trading in stocks or stock options in accordance with directions to be given by the defendant, Hamza.

I reject as absurd the evidence of the plaintiff that Hamza guaranteed him against loss, and I am satisfied that the plaintiff, who had many years of experience in the tax department in Israel and had bought a store in Michigan, was sufficiently knowledgeable about business affairs to realize that there was some risk involved in the trading activity into which he was entering in hopes of obtaining a quick and substantial profit.

The cheque bears a printed date stamp, "July 22, 1975" on its back, and this indicates to me that the cheque was taken by the defendant, Hamza, to Kingwest on July 22. Kingwest was not prepared to deposit that cheque in the account of Hamza, and required Hamza to obtain a written authorization from the plaintiff to permit such deposit. Because of this requirement, Hamza wrote out a form of authorization, the original of which has been marked as Ex. 3, that is dated July 23, 1975, and obtained the signature of the plaintiff on that authorization. The authorization reads:

> "To Kingwest Security
>
> This is to authorize Mr. M. Hamza to transfer fund to his account for use of either stocks or options."

The cheque was deposited by Kingwest in its account in Toronto on July 25, and I infer from that fact that it was delivered by Hamza to Kingwest no later than July 24.

Kingwest opened an account in the name of the plaintiff on the 24th of July, and the amount of the cheque, $13,000, was credited to that account. On the same date, the defendant, Hamza, purchased 100 "October 40s" in Polaroid Corporation which cost $26,418.

This transaction, unfortunately, turned out to be financially disastrous as shortly thereafter the price of Polaroid stock declined in value and the value of the options was drastically reduced.

Counsel for the plaintiff has argued that the authorization quoted above did not authorize Kingwest to use the funds represented by the cheque for the purchase of options in what I have

referred to as the account of Majid Hamza, because that account was a joint account in the name of Hamza and his wife, Shukrieh Hamza, one of the individual co-defendants.

The point has merit but, in my view, the authorization was broad enough to permit the funds to be paid into any account of Hamza for use in purchasing stocks or options. In effect, that was what was ultimately done by Kingwest, although the funds remained in the plaintiff's account until November 25, at which point they were transferred to offset debit balances in the joint account of Majid and Shukrieh Hamza in which the Polaroid options were purchased and in a regular stock account of Majid Hamza.

I am quite satisfied on the evidence that the defendant, Kingwest, was holding the $13,000 throughout as security to be applied against the cost of the 100 "October 40" options in Polaroid that were purchased on July 24.

At some stage in the game the plaintiff also executed a guarantee, Ex. 4, and an acknowledgement of risk in option trading, Ex. 5. His signature on both these documents purports to have been witnessed by Shukrieh Hamza, and in this respect I accept the evidence of the plaintiff that Mrs. Hamza was not present when the plaintiff signed either document.

The guarantee is an unlimited guarantee of the debts and liabilities of Majid Hamza to Kingwest; it is not under seal, and the only clue as to its date is the figures, "8/3/75" at the bottom, which I accept as meaning August 3, 1975.

The evidence of the plaintiff is that he signed documents on one occasion only and, if that is so, then the guarantee and the acknowledgement of risk document were both signed on July 23, along with the authorization.

I think it is unlikely that these documents were signed on that date, but I am quite satisfied that they were not delivered to Kingwest before August 3, 1975.

In my view, the guarantee is entirely ineffective in giving any rights to the defendant, Kingwest, to go against the plaintiff as a guarantor of the indebtedness of Majid Hamza over and above the liability to the extent of $13,000 and, indeed, it is quite clear from the evidence of Mr. Levy that the purpose of taking the guarantee was to support the holding of the $13,000 against the purchase of options carried out in the joint account of Majid and Shukrieh Hamza.

As I have already held that the authorization was sufficient for that purpose, it is unnecessary for me to give further consideration to the guarantee.

The important factor from the plaintiff's standpoint, as I view these facts, is that the plaintiff did not make his cheque payable to his friend, Majid Hamza, but instead made it payable to the corporate defendant. I accept his evidence that he did this in order to be sure that the funds were in fact used by Hamza for the purchase of securities.

The course of conduct by the corporate defendant and the plaintiff in all these circumstances was such, in my view, as to create the relationship between the plaintiff and the corporate defendant of stockbroker and client. In effect, the plaintiff was saying to the corporate defendant, "Here is $13,000.00 to be used in trading in stocks or options in accordance with instructions given to you by Majid Hamza".

Because he made the cheque payable to Kingwest Securities the plaintiff, in my view, made it clear to Kingwest that he regarded himself as a client of Kingwest Securities Limited, and Kingwest accepted him as such by opening an account in his name.

In these circumstances, in my view, Kingwest was under an obligation to take reasonable steps to see that the plaintiff was warned of the high risk of trading in stock options.

No steps were taken by Kingwest to communicate directly with the plaintiff, and Kingwest contented itself with relying on the receipt well after the "October 40s" of Polaroid had been purchased of the form of acknowledgement signed by the plaintiff and purportedly witnessed by the defendant, Shukrieh Hamza.

I find as a fact that the plaintiff was not warned by either Majid Hamza or Shukrieh Hamza of the high risk involved in trading in options, and accept his evidence to this extent, that he signed the forms believing simply that they were required to authorize Majid Hamza to give instructions for options to be purchased with the $13,000.

In my judgment, although the case is by no means a clear one, the corporate defendant was negligent in failing to do more to bring the warning home to the plaintiff, and is liable to the plaintiff for his loss resulting from the loss of the $13,000 represented by the cheque.

Under the circumstances, there will be judgment for the plaintiff against the corporate defendant for $13,000 plus interest from November 25, 1977, at the rate of 5 per cent per annum, as claimed in the statement of claim, until the date of judgment. The plaintiff will also have his costs of the action.

Neither of the individual defendants filed statements of defence and they are, accordingly, deemed to have accepted as true the statements of fact alleged in the statement of claim.

Judgment will go for the same amount as against the two individual defendants with interest as aforesaid and costs.

Judgment for plaintiff.

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Ontario

Ontario
Securities
Commission

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IN THE MATTER OF THE COMMODITY FUTURES ACT, R.S.O. 1980, CHAPTER 78

AND

IN THE MATTER OF THE SECURITIES ACT, R.S.O. 1980, CHAPTER 466

AND

IN THE MATTER OF G. KRAEMER ENTERPRISES INC., GERHARD KRAEMER AND VLADIMIR MOTLIK AND JAN (JOHN) HOGENKAMP

Hearings: October 22, 1981.
November 2, 4, 17, 1981.

Present:

Stuart Thom, Q.C.	-	Commissioner
A. T. Holland,	-	Commissioner
E. S. Miles,	-	Commissioner
Gordon Atlin, Q.C.	)	Counsel to G. Kraemer
Harry Perlis	)	Enterprises Inc., Gerhard
	)	Kraemer, Vladimir Motlik.
Ronald C. Rodgers		Counsel to the Staff of the Ontario Securities Commission.

ONTARIO SECURITIES COMMISSION

REASONS FOR DECISION IN THE MATTER OF KRAEMER ENTERPRI INC.

These proceedings were initiated by Notice of Heari dated October 1, 1981, directed to G. Kraemer Enterprises Inc., Messrs. Gerhard Kreamer and Vladimir Motlik and Mr. Jan Hogenkamp. The matter came on for hearing before a panel of the Commission on Thursday October 22 at which time counsel for the staff of

the Commission advised that Mr. Hogenkamp had not been personally served with the Notice of Hearing, that service by registered mail could not be established and that Mr. Hogenkamp's present whereabouts were unknown. Whether or not Mr. Hogenkamp was aware of the hearing, no one appeared on his behalf. Mr. Gordon Atlin, Q.C. appeared on behalf of Kraemer Enterprises Inc. (Kraemer Inc.), Gerhard Kraemer (Kraemer) and Vladimir Motlik (Motlik) and acknowledged due service of the Notice upon them. Mr. Motlik was present in person. It was explained that Mr. Kraemer was unable to be present because of overriding business reasons and his absence was excused.

After hearing the representations of counsel the panel directed that the hearing so far as it affected Jan Hogenkamp would be adjourned sine die to be brought forward on a date to be fixed in an amended Notice of Hearing to be served upon him and not necessarily before the same panel. Staff Counsel stated that he was prepared to proceed against Kraemer Inc. and Messrs. Kraemer and Motlik. Mr. Atlin, on behalf of these parties, indicated that this was agreeable and the Hearing continued.

A further matter requiring preliminary attention was that the registration of Kraemer Inc. as an introducing broker under the Commodity Futures Act had expired in the normal course on October 10, 1981, but had been continued by the Deputy Director, Commodity Futures to October 16 which was the date set in the Notice of Hearing and had been again continued by the Deputy

Director to October 23. On each occasion the stipulated fee of $400.00 required to be paid upon the renewal of a registration had been paid. Mr. Atlin submitted that having regard to the circumstances one fee only should be required and requested that the renewal of registration should be continued by the Commission until these proceedings had been completed and the decision of the Commission had been given.

The Commission directed that one fee only should be paid and ordered that the registration of Kraemer Inc. as an introducing broker should be continued until these proceedings had been concluded. Having regard to the adjournments that occurred during the course of the Hearing the registration was in fact continued until November 17.

The purpose of this hearing is set out in the Notice of Hearing as follows:

> A. "whether it is in the public interest to order pursuant to Section 24 (1) of the Commodity Futures Act that the registration of G. Kraemer Enterprises Inc. as an introducing broker and the registrations of Gerhard Kraemer and Vladimir Motlik as officers of G. Kraemer Enterprises Inc. should be suspended, cancelled or restricted or whether terms and conditions should be imposed upon such registrations or whether such registrants should be reprimanded".

Kraemer Inc. commenced business in 1979 and was registered as an introducing broker on October 10, 1979. Initially, Kraemer was the sole proprietor of Kraemer Inc. but in November 1980 Motlik who had been employed as a salesman by Kraemer Inc. in May 1979 acquired a fifty percent interest in the company. At all material times, Kraemer was the President of Kraemer Inc.

He was registered as a trading officer under the Act and was designated as the supervisor. At the time of the hearing, Motlik was Treasurer of Kraemer Inc. He was registered as a trading officer under the Act and was designated as alternate supervisor.

The firm occupied premises at 1240 Bay Street in Toronto. They consisted of an open office space with a receptionist and telephone switchboard, telephones, video monitors and desks and chairs for salesmen and customers. Opening from the general office space were two small inside offices one of which was occupied by Kraemer and the other of which came to be occupied by Jan Hogenkamp (Hogenkamp) in the fall of 1980. It was not made clear whether Motlik shared the small office with Kraemer or operated in the general open space.

The complaints raised by the Commission Staff against Kraemer Inc. and Kraemer and Motlik arose entirely as a consequence of the activities of Hogenkamp. This individual presented himself on the premises of Kraemer Inc. in April of 1980 seeking employment. He spoke with Motlik and stated that he had previously been employed by Conti-Commodity Services by whom he had been dismissed for cause but that he was innocent of any wrongdoing. Motlik was prepared to engage him as a salesman but on enquiring from the Commission was advised that a hearing would be necessary before Hogenkamp could be registered as a salesman sponsored by Kraemer Inc. Motlik accordingly advised the Commission that he would await the outcome of any

such hearing before hiring Hogenkamp. In July 1980, the Commissio issued a Notice of Hearing with respect to Hogenkamp's fitness for registration. This hearing was adjourned at the request of the applicant in August and has not yet been held. Hogenkamp's registration lapsed by effluxion of time on November 2, 1980.

The Notice of a Hearing, dated July 24, 1980, to consid whether the Director of the Commission should refuse to re-instat Hogenkamp's registration as a salesman was served on Kraemer Inc. and came to the attention of Motlik. This Notice set out in some detail the reasons alleged for Hogenkamp's dismissal by Conti. It also alleged that Hogenkamp was a judgment debtor in several court actions and that there were eleven unsatisfied judgments totalling (including court costs) in excess of $125,00 The Notice alleged that by reason of Hogenkamp's past conduct there were reasonable grounds for belief that he would not carry out his functions as a salesman in accordance with the law and with integrity and honesty and further that having regard to his financial position he could not be expected to be financially responsible in the conduct of his business affairs.

Following Hogenkamp's application for employment, Motlik caused a credit check to be made with a credit bureau an found that Hogenkamp's financial affairs were "messy" and that he owed approximately $20,000.00 on a judgment. Hogenkamp assured him that he would put his affairs in order and that he was innocent of the charges made against him arising out of

his employment with Conti. No bank check was made with regard to Hogenkamp, Motlik being of the opinion that any information so obtained was not useful. The allegations with regard to Hogenkamp's judgment debts was not pursued.

In July 1980, Hogenkamp asked to be allowed to open an account as a customer of Kraemer Inc. The necessary new account forms were completed but no further credit check was done nor were enquiries made at the bank in Montreal at which Hogenkamp said he had an account. Hogenkamp stated that he had investments in real estate, stocks and commodity futures and derived fees from land deals. He said that he was worth $500,000.00 and had an income of $40,000.00 a year. His style and manner of living were accepted as sufficient evidence of his financial responsibility. Hogenkamp stated that he had traded commodity futures with Conti-Commodity and gave Motlik to understand that his account would be of a large size with a substantial volume of trading.

The account was opened with a deposit of $5,000.00 and Motlik undertook to be the account executive. Apparently from the inception of the account it was arranged that Hogenkamp would receive as a rebate sixty percent of the gross commissions charged on his trades. These rebates were to be paid by way of cheque to Hogenkamp each month. Almost from the beginning of the trading, however, Hogenkamp had to deposit his commission rebates into his account in order to meet margin calls. Motlik's

evidence was that at least until November 1980 he regarded Hogenkamp as a prospective salesman and that his trading as a customer was on a short-term basis until his licence as a salesman was restored to him, With regard to Hogenkamp's credit status and business reputation, it was Motlik's attitude that he had reported the relationship to the Commission and that as the Commission was conducting its own enquiry into Hogenkamp's activities he, Motlik, would be informed if anything prejudicial was brought out in the course of the enquiry and that until that time he had made sufficient enquiries to justify continuing the relationship with Hogenkamp. The association between Hogenkamp and Kraemer Inc. continued through until March 1981. Throughout this whole time it was Motlik's position that until the Commissio brought evidence of unsatisfactory behaviour by Hogenkamp to his attention he was entitled to rely upon Hogenkamp's own representations as to his integrity and good behaviour.

From the time that Hogenkamp started trading as a customer of Kraemer Inc. or very shortly thereafter he was given the use of one of the small offices on the premises of the firm. In this office, Hogenkamp had the use of a desk, a video monitor and a telephone. It would appear for a time at least there were empty desks in the outer office. Outside calls to the phone in Hogenkamp's office could be made directly throug its own number. Such calls would be answered "Mr. Hogenkamp's office" or some such words. Outgoing calls on this phone would

also be made by Hogenkamp. Kraemer Inc. was registered as an introducing broker only and communication between Kraemer Inc. and its New York carrying broker was made through a telephone located elsewhere on the premises. Only Kraemer and Motlik had access to the New York line until October of 1980, at which time two extensions were installed, one of which led to a second phone which was installed in the office occupied by Hogenkamp. From the outset of his becoming a customer of Kraemer Inc. Hogenkamp was on the premises of the firm frequently if in fact not daily. He traded in commodity futures very actively and spent a great deal of time in the office on the telephone. The frequency of his telephone calls came to Motlik's attention who stated that when questioned Hogenkamp said that they were to friends, members of his family and in connection with real estate operations in which he was involved. After the extensions to the line to New York were installed in October, it was Motlik's evidence that three salesmen including one Steve Kuzyk were authorized to place orders and accept confirmations. Motlik stated that at no time did Hogenkamp have authority to place orders or accept confirmations with or from the New York broker. Hogenkamp could, however, call New York on the direct line and ask for current quotes and comment on market activity.

Hogenkamp suffered trading losses from the beginning of his association with Kraemer Inc. Over a nine-month period losses in U.S. dollars totalled $720,338.00 as against profits

of $190,196.00. The losses were partially offset by commission rebates and the balance was covered by cash payments totalling in all $425,030 U.S. His account was, however, in a net debit posit with Kraemer Inc. at the end of one month only and when the accou was closed in March 1981 there was a small credit balance of $712 Motlik's evidence was that although Hogenkamp's trading accounted for less than ten percent of the gross trades handled through the firm, he was concerned at the amount of Hogenkamp's losses and told him on a number of occasions he was overtrading. Hogenkamp' response was that there need be no worry, that he was trading commodity futures elsewhere and that while he was losing money in his Kraemer account he was making money in other accounts and from his real estate operations. Because he was meeting his marg calls at all times the principals of the firm felt they had no reason to doubt his word. At no time did Hogenkamp appear to be disturbed by the amount of his losses.

On November 18, 1980 the firm was visited by Mr. Ross Ball, an investigator in the employ of the Commission. Mr. Ball informed Motlik that Hogenkamp owed money in St. Catharines and when questioned Hogenkamp admitted that he had borrowed money, including one loan of $10,000. Motlik said that he was surprised at this information, having in mind no doubt the very substantia amounts that Hogenkamp was providing to cover his trading losses and agreed to restrict Hogenkamp's trading to liquidating trades He also advised Mr. Ball that Kraemer Inc. was no longer sponsor Hogenkamp's application for registration. Following a brief abs from the office Hogenkamp returned to state that he had paid off persons from whom he had borrowed money and that he was renewing

application to the Commission with a view to obtaining registration. In fact he did not do so. After a lapse of about seven days and nothing further having been heard from the Commission Motlik allowed the account to be reactivated taking the position that he had no evidence of wrongdoing. Motlik stated that he had felt that it was in order for him to do so but he did not advise the Commission that Hogenkamp had resumed trading. Motlik felt, however, that he should keep closer watch on the account and although no position limits were placed he planned to monitor the trading personally. In January 1981 Hogenkamp's net trading losses were in the order of $130,000 and in February in excess of $200,000.

At some time early in the year Motlik felt it advisable to request a former salesman who had been with the firm and had taken up a position with a brokerage firm in St. Catharines to make enquiries with regard to Hogenkamp's background and activities in that city. This person reported in March that Hogenkamp was involved in an operation identified as the Macron Group in St. Catharines and was receiving funds for commodity futures tradings through that group. Motlik's evidence was that forthwith upon receiving this information he called a Mr. John Simpson who was active in the Macron Group in St. Catharines and told him he understood that Hogenkamp was conducting illegal activities and that the operations of the Macron Group should be stopped. Motlik stated that he then called the Deputy Director of Commodity Trading at the Securities Commission to inform him of what he had learned.

Motlik asserted that until his own investigations had revealed Hogenkamp's operations in St. Catharines he had no knowledge of the Macron Group or of Hogenkamp's activities in connection with it. He said that he had seen nothing suspicious in the way Hogenkamp carried on his trading activities, that he was very professional in his operations and appeared to be busy with many matters. It was not until he was informed that Hogenkamp had borrowed the relatively modest amount of $10,00 that he became concerned. It was, however, not until several weeks later that he took any positive but quite inadequate action. Hogenkamp's account was closed on or about March 9, 1981.

Counsel for the Commission Staff called a number of witnesses who had had business relations with Hogenkamp in one way or another. The first of these was Kees van Leeuwen. Mr. van Leeuwen, a real estate broker residing in Grimsby, Ontario, had known Hogenkamp since early in the 1950's. In the early part 1980 the witness was dealing in commodity futures through Hogenkam who was then a salesman with Conti-Commodity. When Hogenkamp left that firm to become associated with Kraemer Inc. in July 1980 the witness went with him. He regarded Hogenkamp as a successful operator in the commodity trading field. He understood that Hogenkamp was operating a pool of some nature which gave him more money to work with and guaranteed the return of the original investment. He said that between mid-1980 and February 1981 he visited Hogenkamp in the Kraemer Inc. office in Toronto five or six times usually accompanied by another person.

These visits might occupy several minutes to one or two hours. On these occasions he observed a very active office. He said he saw Hogenkamp making many trades using what he described as a red telephone to what he thought was Chicago where Hogenkamp placed orders. His evidence was that he saw Hogenkamp making out order slips and confirmation slips. Hogenkamp had full control over van Leeuwen's trading,which was profitable, until February 1981. When van Leeuwen asked for money from his account payments were made to him by Hogenkamp with his own cheques. Toward the end of his association he began to receive cheques which were returned NSF and he stopped trading through Hogenkamp because he felt he couldn't trust him.

He stated that one time he met Gerhard Kraemer in the Kraemer Inc. office. He did not recall having met Vladimir Motlik but he does recall having received telephone calls in the fall of 1980 from an individual who identified himself as Vladimir who asked if he was pleased with the service he was receiving through Kraemer Inc. He had many telephone conversations with Hogenkamp himself.

On cross-examination this witness recalled that when he commenced to trade through Kraemer Inc. he had entered into the usual customer's agreement with the carrying broker in New York city, namely, Macro International Group Inc., had been provided with a customer information form and had received an information statement from it. He also received monthly commodity statements and confirmations of his purchases and sales initially through Macro International. It appeared from these statements that his trading

account with Macro International had been closed in September. The witness did not recall that this event had taken place and felt that it must have been done on his behalf by Hogenkamp. In any event, from then until the termination of his trading in February 1981 he got statements from Hogenkamp. Any cheques he received were from Hogenkamp and he made his cheques out to Hogenkamp.

He was under the impression that Hogenkamp was a salesman with Kraemer Inc. and produced a business card which he said had been given to him by Hogenkamp. This card had on it the telephone number of Hogenkamp's direct line to the Kraemer Inc. premises, Hogenkamp was described as an account executive and the card carried the name "G. Kraemer Ent. Inc. Commodity Futures Brokers". When Motlik was questioned with regard to thi card he stated that he had at some time in the fall of 1980 caused business cards to be printed for several of the salesmen employed by Kraemer Inc. At that time he still expected that Hogenkamp would be successful in becoming registered as a salesr for Kraemer Inc. and that he had printed cards for him as well. He was quite sure that he had never delivered these cards to Hogenkamp but they were kept somewhere in the office and he presumed that Hogenkamp had discovered where they were and had taken some for his own purposes.

Edward Gervais and John Simpson were two witnesses who had direct association with the activities of The Macron Group previously referred to. This was the name applied to a number of individuals residing in St. Catharines and Timmins, Ontario and elsewhere in Canada who had been induced to provide funds

to be invested by Hogenkamp in commodity futures. Hogenkamp and an associate by the name of Gary Oort appeared to be the moving factors in the operation. Simpson, a one time car salesman in St. Catharines who had some accounting training, maintained an office in St. Catharines and became the accountant for the group. He said that at one time there were over four hundred investors in The Macron Group. He and Gervais, who had also been a salesman with the same company in St. Catharines where Oort was also employed, met Hogenkamp through Oort. After initially investing in the pool they became a salesman so to speak and were financially rewarded to induce members of their family and friends and acquaintances to participate in The Macron Group.

It was not the purpose of this hearing to investigate the activities of The Macron Group or the manner in which the money that flowed into it was invested. The significance of the evidence of Gervais and Simpson and of four other individuals who contributed to The Macron Group pool was that at one time or another each of them visited the premises of Kraemer Inc. in Toronto where he or she met Hogenkamp in the course of visits which sometimes lasted for more than an hour. Each of them observed Hogenkamp conducting himself in his office on the premises in a manner which appeared to them to be that of a salesman engaged in commodity futures trading, making telephone calls, filling out orders and leaving with them the impression that the funds which they had contributed to The Macron Group were being invested by him on their behalf as members of the pool. None of these individuals entered into a customer relationship with Kraemer Inc. Money paid into the pool by them was collected in

the St. Catharine's office and when Hogenkamp asked for money it would be sent to him from this source. Any cheques received by them, supposedly on account of profits, were paid to them by Hogenkamp or The Macron Group. They received no statements from Kraemer Inc.'s carrying broker. If they asked for a statement they would be given a computer print-out emanating from a compute operated by Simpson in St. Catharines. This took the form of a sheet of paper headed "The Macron Group" which purported to describe purchases and sales of commodity futures, showing debits and credits to the account and the balance.

Simpson did not produce any accounts that might have been kept by him as the accountant for The Macron Group. He said that by the time the operations of The Macron Group were closed down in March 1981 over $1.5 million had been paid in by the so-called investors and that the accounts were, as he put it, short $1.3 million. In no way were these witnesses or for that matter any of the members of The Macron Group customers of Kraemer Inc. and their contact with either Kraemer or Motlik was slight if any at all. There was no direct evidence that Kraemer himself knew what was going on on the premises of Kraemer Inc. He did not give evidence at the hearing. Motlik's evidence has already been reviewed.

Steve Kuzyk was called as a witness on behalf of Kraeme Inc. and Kraemer and Motlik. He said that he and Hogenkamp had been acquainted since their childhood, had grown up together in the same town and that their families were still on friendly ter

Their acquaintance was renewed in 1974 when they both sold real estate for the same firm. They met again in late 1979 or early 1980 at which time Hogenkamp was licensed as a salesman with Conti-Commodity. Kuzyk decided to become a commodity salesman and took the necessary examinations. He became employed by a Toronto firm in mid-1980 whose retail operations were closed down very soon thereafter. Through his relationship with Hogenkamp he was introduced to Kraemer and in August 1980 became a salesman with Kraemer Inc.

Kuzyk was to be paid a salary of $2,500 a month. Shortly after accepting his position with Kraemer Inc. he was assigned to work with Hogenkamp and to take responsibility for his trading activities. Allegedly because of his addiction to cigars he was "banished" (to use Motlik's word) to the small office in which Hogenkamp was located. He was paid his salary for one month only. When Hogenkamp alleged a temporary cash flow problem his friend Kuzyk waived payment of his salary which apparently was to have been paid from Hogenkamp's rebated commissions, in order that Hogenkamp might have additional sums to apply on his margin account. At one time he loaned Hogenkamp $4,000 to relieve him from his continuing cash flow problem.

Kuzyk agreed that Hogenkamp used the telephone a great deal but said that his calls were of a social or personal nature or involved real estate and stock market activities. When he asked Hogenkamp where he was getting the money to meet his margin calls the discussion turned on real estate deals in Florida and Ohio and in trading in other accounts.

Kuzyk alleged that he first heard of The Macron Group when he was asked about it by Motlik just before Hogenkamp's account was closed in March. He denied he had ever met Simpson any of the other individuals who were participants in The Macro Group and who had given evidence that they had visited Hogenkam in his office on the Kraemer Inc. premises. He denied any knowledge of the St. Catharines office of The Macron Group whic was operated by Simpson and denied that calls were received fro Simpson asking for closing quotations at the end of the day's trading which Simpson alleged he had made. He said that he was acquainted with Gary Oort and at one time proposed to open a trading account for his wife Louise. At the end of February 19 the account in fact was operated for a few days when Motlik directed that it be closed. He denied ever having heard Hogenkamp described as a licenced trader of Kraemer Inc. or referred to as such.

The nub of the complaints regarding Kraemer Inc. and Messrs. Kraemer and Motlik are to be found in the following pa graphs in the Notice of Hearing:

> "From on or about June 16, 1980 to on or about March 1981, Hogenkamp traded commodity futures as a salesman with the knowledge and consent of Kraemer and Motlik through the facilities of Kraemer Enterprises".
>
> "Having regard to Hogenkamp's unsatisfactory credit background and his activities in the offices of Kraemer Enterprises, Kraemer and Motlik knew or ought to have known that Hogenkamp was trading on behalf of persons other than himself. As a result of allowing Hogenkamp to represent himself to the public as a salesman, members of the public sustained losses amounting to hundreds of thousands of dollars".

The Commission does not accept the evidence of Kuzyk that he was not aware of the nature of Hogenkamp's activities. It is impossible to believe that they could have shared a small office for a period of over six months without Kuzyk becoming familiar with Hogenkamp's operations and meeting and overhearing the individuals who came in to see him regarding the conduct of their trading activities for which they regarded Hogenkamp as responsible. If Kuzyk's evidence was introduced to refute the evidence of the members of The Macron Group who gave evidence that Hogenkamp was trading on their behalf with their pooled funds, it is not believable. Kuzyk, however, was not an officer of Kraemer Inc. and although he had been assigned as salesman for the conduct of Hogenkamp's trading activities there was no evidence that what he knew can be brought home to Kraemer or Motlik through him.

Motlik, however, who acknowledged himself to be the account executive responsible for Hogenkamp's trading activities, and Kraemer the senior partner in the firm and designated as the supervisor under the provisions of the Act must have had some awareness of how Hogenkamp was conducting himself. The premises of Kraemer Inc. were not extensive and those working in them were in close proximity to one another and would have many opportunities to overhear and observe what was being said and done. To the extent that Kraemer and Motlik were not fully informed with regard to Hogenkamp's operations, they were delinquent in failing to make appropriate enquiries. In this regard no distinction can be drawn between Kraemer and Motlik. From the

commencement of their association with Hogenkamp they knew that he had financial problems. Early in his trading activities they must have known of his cash flow problems and of the demand for assistance he was imposing upon Kuzyk. The amounts of money involved in this regard were inconsiderable in relation to the magnitude of his trading operations and of his losses. No effor was made to confirm Hogenkamp's stories that he had other busine operations and sources of income or to find out who and where we the persons and places he purported to be visiting in California Switzerland and elsewhere. His absences from the office can be accounted for as visits to St. Catharines, Timmins and other places where The Macron Group investors were to be found, the evidence of Simpson and Gervain being that he did visit them in those places.

Kraemer and Motlik should have recognized that with th extension of the New York line into the office occupied by Hogenkamp he would more likely than not engage directly in tradi operations. Motlik described Hogenkamp as a professional in his trading competence. The suggestion that Kuzyk, whose experienc as a commodity futures salesman began literally with his engage as a salesman by Kraemer Inc., would be capable of handling the volume of trading nominally conducted on Hogenkamp's behalf as customer of the firm is not acceptable. It is the opinion of t Commission that Kraemer and Motlik were seriously delinquent in not fully acquainting themselves with the nature of Hogenkamp's

activities and in allowing him to conduct his operations on the firm's premises.

Although neither Kraemer nor Motlik participated directly in Hogenkamp's illegal and possibly fraudulent activities, their failure properly to supervise trading operations conducted in the office of Kraemer Inc. and through its facilities calls for more than an admonition or reprimand. It is the opinion of the Commission that the registrations of each of them under the Commodity Futures Act should be suspended for a period of thirty days but consecutively and not contemporaneously. The first period of suspension will be imposed upon Kraemer commencing on the 18th of this month and continued until the 18th of December. The second period will be imposed upon Motlik commencing on the 21st of December and continuing until the 20th of January 1982.

Counsel for the Commission Staff called for the imposition of a penalty on the firm in the event that the complaint in so far as it affected the firm might be established. Strictly speaking it may be that the position of the firm cannot be separated from that of its two shareholders, directors and officers. The attention of the Commission, However, was drawn to several cases in which failure to give adequate supervision and direction to activities carried on on the premises of a brokerage firm by its employees or even by officers of the firm did not result in the imposition of a penalty upon the firm. In the present instance Hogenkamp's activities were not promoted by or for the benefit of the firm nor was there

evidence that in other respects the operations of the firm were conducted in an unsatisfactory manner. The Commission would adopt the language of the Commission in the matter of Davidson and Company 1972 OSCB 7 where it was said:

> "The suspension of the corporate registration would effectively suspend the registration of ...innocent salesman in Ontario with the resulting loss of services to their clients".

A similar approach is to be found in the decision in the matter of the W.D. Latimer Co. Limited reported March 1975 OSCB 103"

> "To suspend the Dealer's registration would be to punish numbers of employees not involved in or responsible for the (reprehensible) activity".

No penalty will be imposed upon Kraemer Inc.

DATED at Toronto this 17th day of November, 1981.

BIROCO KIRKLAND MINES LIMITED

WHEREAS pursuant to the provisions of the Securities Act, R.S.O. 1980, c. 466 (the "Act") Biroco Kirkland Mines Limited ("Biroco") is a reporting issuer and is required to file with the Ontario Securities Commission (the "Commission") a report in compliance with section 80(2) of the said Act within 140 days from the end of its financial year ended December 31, 1980;

AND WHEREAS Biroco had not filed a report in compliance with section 80(2) of the Act as of August 27, 1981, the Commission on that date ordered pursuant to section 123(3) of the Act that all trading in the securities of Biroco shall cease forthwith, the said order to expire fifteen (15) days from the date thereof;

AND WHEREAS the Commission held a hearing on October 8, 1981, pursuant to sections 123 and 124 of the Act to consider whether in the public interest it should

A. further extend the said temporary order dated August 27, 1981;

B. order pursuant to section 124(1) of the Act that any or all of the exemptions contained in sections 34, 71, 72 and 88 of the Act do not apply to Biroco;

AND WHEREAS at the said hearing the Commission was informed that Biroco had, on October 6, 1981, filed a report in compliance with section 80(2) of the Act;

AND WHEREAS the Commission staff did not recommend that Biroco be made subject to a further extension of the temporary order dated August 27, 1981 or an order made pursuant to section 124(1) of the Act;

IT IS ORDERED that:

A. the said temporary order dated August 27, 1981 shall not be extended,

B. Biroco shall not be denied the exemptions contained in sections 34, 71, 72 and 88 of the Act.

October 8, 1981.

"Henry J. Knowles" "E.S. Miles"
"G. M. Webster" "H. S. Bray"
"A. T. Holland" "W. A. Simonton"

DRAFT NATIONAL POLICY
UNINCORPORATED ISSUERS
REQUIREMENT TO MAINTAIN A REGISTER OF SECURITY HOLDERS

Corporations, by statute, are required to maintain a register of their security holders. That register is available to all security holders and is essential to any party who may wish to take action with respect to corporate matters. Other entities that qualify and issue securities are not required to maintain similar registers. It is the opinion of the Canadian Securities Administrators that registers must be maintained in all cases in the interests of the investors, and to that end the following policy shall apply to all offerings where the issuer is not required by legislation to maintain a register of its security holders.

1. There shall be appointed and maintained a registrar and transfer agent, acceptable to the administrators, whose duty it shall be to keep an up-to-date register of:

   a) the names, alphabetically arranged, and the latest known address of each person who is a security holder;

   b) the number of securities held by each security holder; and

   c) the date and particulars of the issue and transfer of each security.

2. The register shall be made available for inspection at a reasonable time and place by any security holder or his duly authorized representative.

3. Provision shall be made for any security holder to obtain a copy of the register by mail on written request within a reasonable period from the date of receipt of such request subject to the security holder:

   a) agreeing, in writing if requested, or otherwise that the register will be used only for matters pertaining to the business in which the security holders are collectively engaged; and

   b) paying, if requested, a fee in an amount not exceeding the reasonable costs to the entity of providing such service.

Request for Comments

Comments regarding this proposed National Policy are invited and may be submitted to: The Secretary, Ontario Securities Commission, 10 Wellesley Street East, 6th Floor, Toronto, Ontario, M7A 2H7. Submissions should be received no later than 28 February, 1982. Submissions may also be made to the Securities Administrators in the following provinces and territories:

Alberta
Manitoba
New Brunswick
Newfoundland and Labrador
Northwest Territories
Nova Scotia
Prince Edward Island
Quebec
Saskatchewan
Yukon Territory

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Saskatchewan
Yukon Territory

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol	- Securities are beneficially owned directly.
Symbol #1	- The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol	- purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, Matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ALBERTA ENERGY COMPANY LTD	Common	Roger D. Dunn S	Aug/81	3000		10500
ALCAN ALUMINIUM LIMITED	Common	David G Cuthbertson S	Sept/81	187		249
		James H Faulkner S	Aug/81	1		1
		Allan A Hodgson S	Dec/80 G		1	199
		Harold C Corrigan S	Sept/81	161		
			Sept/81 T	19		1180
ALGONQUIN MERCANTILE CORPORATION	Preferred	Algonquin Mercantile Corporation	Oct/81	120		
			Oct/81 R		200	
			Nov/81	100		780
	Common	Cecil H Franklin DSB	Oct/81	1200		
			Nov/81	1000		228056
		Minaco Equipment Limited	-- 1			32688
ALLIED CORPORATION	Common	Nicholas A Cameron S	--			5
		Wife	Oct/81 1	4		4
AMAX INC	Common	Gordon W Reed D	Oct/81		2170	50100
		Wife	-- 1			1230
AMERICAN QUASAR PETROLEUM CO	Common	C O Ted Collins Jr DS	Oct/81 M		5000	1705384
		Trust for minor child	Oct/81 M1	5000		5000
		Spouse	-- 1			1874
		Minor Child	-- 1			102
		Wilford B Fultz DSB 97.5% owner of Fultz Oil	Oct/81 1		29250	2110242

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
AMERICAN QUASAR PETROLEUM CO (continued)	Common	Fultz Oil Company	B	Oct/81		30000	2161790
		Richard L Lowe	DS	Oct/81		2000	1706379
		Trustee for children		-- 1			41740
ANTHES INDUSTRIES INC	Common	George R Gardiner	DI	I R			---
ARCTURUS SMALL BUSINESS DEVELOPMENT LIMITED	Common	District Trust Company	B	Nov/81	12		4028
	Class A	" "		Nov/81	12		4061
ASTRAL BELLEVUE PATHE INC	Common	Peter H Ross	S	I R			2500
BANISTER CONTINENTAL LTD	Common	William M Bateman	DS	I R			---
BANK OF MONTREAL	Common	James R Ellis	S	Oct/81		1000	75
		Nathanael V Davis	D	Oct/81		500	2516
BELL CANADA	Common	John H Aitchison	SI	Sept/81	40		799
		Howard M Bender	SI	Sept/81	55		1433
		John S Buchan	SI	Sept/81	39		1813
		Frank T Chaikowsky	SI	Sept/81	28		461
		John Elliott	SI	Sept/81	38		583
		Harvey S W Goodwin	SI	Sept/81	33		228
		Robert Kenedi	SI	Sept/81	38		280
		John A Roth	SI	Sept/81	49		358

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BOW VALLEY INDUSTRIES LTD	Common	Robert J Phibbs S	Nov/81		3000	12000
BP CANADA INC	Common	R W D Hanbidge DDIS	--			180
		Savings Plan	1981 T1	6		1411
		D C Smith DS DISI	--			200
		Savings Plan	1981 T1	6		295
BREAD-MAN INTERNATIONAL INC	Common	Thomas T Sahaidak D	Oct/81	3000		
			Oct/81		3000	27000
BROWN MCDADE MINES LIMITED	Common	Damon R Godfrey DS	I R			9167
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Common	Allen E Diamond D	--			1137
		Whitecastle Investments Limited	Nov/81 1		250000	1499593
CAE INDUSTRIES LTD	Common	Cae Industries Ltd	Oct/81	15227		
			Oct/81 R		15227	---
		D M Derouin S	--			1818
		Trust for Children	Oct/81 1	50		50
CAMPEAU CORPORATION	Common	Ronald B McCartney S	Oct/81	5000		12464
		Share Purchase Plan	Oct/81 Z1	6090		592438
CANADA NORTHWEST LAND LIMITED	Common	Julio Poscente DS	--			50601
		Share Purchase Plan	Oct/81 1	500		27112
CANADIAN IMPERIAL BANK OF COMMERCE	Common	Harry Hole D	Oct/81 A	225		3288
		Co-Executor of Estate	Oct/81 A1		1800	---
		Lockerbie & Hole Western Ltd	-- 1			2237

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN MARCONI COMPANY	Common	Gerry Stuurop S	Nov/81		100	---
CANADIAN NATURAL RESOURCES LIMITED	Common	Drummond Petroleum Ltd B	I R			2787300
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	Robert J A Fricker SI	Oct/81	258		1058
		William H Martin SI	I R			176
		John S Maxwell DISI	I R			500
		W Earle McLaughlin D	Oct/81	364		14660
		Francis D'Arcy Quinn DISI	I R			177
		John P T Clough SI	Oct/81	18		1288
		Paul H Leman D	I R			800
		David B S Walker SI	--			400
		Dividend Reinvestment and Share Purchase Plan	1981 1	24		88
CANADIAN TIRE CORP LTD	Class A Common	John F Crowley S	Oct/81	3878		3878
CAPITAL CABLE TV LTD	Class A	George E Poole DB	--			220000
		Windsor Securities (Western) Ltd	Aug/81 1	1000		63200
	Class B	George E Poole	--			110000
		Windsor Securities (Western) Ltd	Aug/81 1	500		31600

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CARMA DEVELOPERS LTD	Class B	Howard E Ross DS	Nov/81		7061		517602
		Anton M Usselman DDI	Nov/81		1789		121860
CENTRAL FUND OF CANADA LIMITED	Class A	Central Fund of Canada Limited	Oct/81		1000		
			oct/81	R		1000	---
CENTURY ENERGY CORP LTD	Common	Michael E Ardeel D	I R				10000
		Armac Explorations Inc	I R	1			2500
CHRYSLER CORPORATION	Common	J K Givens S	I R				---
		E T Pappert S	I R				---
CHUM LIMITED	Class B	Phyllis R Switzer DISI	Nov/81			14000	89412
COCKFIELD BROWN INC	Common	Extendicare Ltd B					
		489060 Ontario Ltd	I R	1			226667
COHO RESOURCES LIMITED	Class A Common	Kenneth F Campbell DS					
		Amended					
		Campco International Capital Ltd	Oct/81	1	12400		12400
		Shauntan Holdings Ltd	--	1			50284
	Class B Common	Kenneth F Campbell	--				65674
		Campco International Capital Ltd	--	1			10
		Shauntan Holdings Ltd	--	1			158227
	Series A Pref	Kenneth F Campbell	--				27753
		Campco International Capital Ltd	--	1			3601
		Shauntan Holdings Ltd	--	1			87312
	Series B Pref	Kenneth F Campbell	--				14449
		Shauntan Holdings Ltd	--	1			3249
	Warrants	Kenneth F Campbell	--				144490
		Shauntan Holdings Ltd	--	1			32490

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COHO RESOURCES TLD	Class A Common	Zave Climan	DI	Oct/81		1650		3434
COMAPLEX RESOURCES INTERNATIONAL LTD	Common	Glen D Dickson	S	Nov/81			7700	35900
COMPUTALOG GEARHART LTD	Common	James K Norrie	S	Oct/81			1000	34000
CONDUITS-AMHERST LIMITED	Common	Thomas B Copp	DDI	Nov/81		500		15600
		Son		--	1			2850
CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED	Common	Richard A Shanks	D	I R				---
CONSOLIDATED-BATHURST INC	Series A Common	Erwin Ferlemann	SI	I R				1
CONTROL DATA CORPORATION	Common	Norbert R Berg	S	Oct/81			2000	
				Nov/81	G		1250	39014
		Wife and Sons		--	1			7084
		Joseph D Minutilli	DS	Nov/81			2000	14492
		William D Rowe	S	Oct/81			500	10400
COTTON VALLEY RESOURCES INC	Common	J McVicar	D	Nov/81			10000	40000
CROSSCUT EXPLORATIONS INC	Common	Marilyn H Bloovol	S					
		M H B Syndicate		I R	1			37500
		Phillip Litowitz	D					
		The Litowitz Syndicate		I R	1			62500
		Alan Blackstein	D					
		Builders Management Consultants Limited		I R	1			50000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CULLATON LAKE GOLD MINES LTD	Common	Francis D Corman	DS	Oct/81			5000	15000
DAON DEVELOPMENT CORPORATION	Common	George B McKeen	D					
		Amended		Sept/81			206589	
				Oct/81	T	1675		2404
		Roderick Hungerford	D	Oct/81		492		61495
		Spouse		--	1			10000
DART & KRAFT, INC	Common	Michael Allik	S	I R				---
DOMINION TEXTILE INC	Common	Robert B Anderson	S	Oct/81			150	450
		Wife		Oct/81	1		150	---
		Frank H Boone	S	Oct/81		15		955
		Harry Braid	S	Oct/81		26		1560
		Empire Company Limited	B	Oct/81			20000	652537
		Indirect Holdings		Oct/81	1		55000	434560
DORSET RESOURCES LTD	Common	Clifford A Smith	DS	Oct/81	E	5159690		5159690
		C A Smith Resources Ltd		Oct/81	1	50000		
				Oct/81	1	10000		
				Oct/81	E1	5159690		5229690
	Warrants	Clifford A Smith		Oct/81	E	5159690		5159690
		C A Smith Resources Ltd		Oct//81	E1	5159690		5159690
	Common	William H Smith	S	Oct/81	E	516015		516015
	Warrants	William H Smith		Oct/81	E	516015		516015

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DOW CHEMICAL COMPANY, THE	Common	Robert M Keil DS	--				24250
		Minor Child	Oct/81	1	100		900
		Wife	--	1			2200
		Stock Benefit Plan	--	1			1440
DRUMMOND PETROLEUM LTD	Common	Arthur Holding D	Aug/81		1800		
			Nov/81			43350	2096100
		Blue Spruce Investments Ltd	--	1			300000
		Donald C Kesteven S	I R				26000
		Leonard R Kesteven	I R	1			100
		Cameron Kesteven	I R	1			200
		Brian P R Maguire S	I R				30000
		Susan E McClinton S	I R				14900
		Spouse	I R	1			5000
		Daughter	I R	1			100
		James A Williams DS	I R				61500
		James J Williams	I R	1			500
		William R Williams	I R	1			500
EAST SULLIVAN MINES LIMITED	Common	Sullivan Mining Group Ltd B	Oct/81		26000		1932368
ELKS INC	Common	Agnico-Eagle Mines Limited B					
		Amended	Sept/81	F	1460750		
			Sept/81		19900		1580850
ENSERCH CORPORATION	Common	Preston M Geren Jr D	Oct/81		296		13138
		Indirect Holding	--	1			825
	Debenture	Wife	Oct/81	1	$65000		$65000
	Debenture	Edward J Ledder D	Oct/81		$100000		$100000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION	Common	Roger A Moser S	Oct/81	15		1010
		Savings Plan	Oct/81 1	31		1448
		Albert B Horn Jr DS	--			4828
		Savings Plan	Oct/81 1	62		3917
EXTENDICARE LTD	Common	Derril G McLeod D	Sept/81	100		
			Oct/81	85		18373
	Class A	Derril G McLeod	Jul/81	180		13156
FATHOM OCEANOLOGY LIMITED	Common	David W Fairles S	Oct/81	5400		23400
FEDERAL INDUSTRIES LTD	Class A Common	Robert J Vahsholtz S	I R			10000
FIRST CALGARY PETROLEUMS LTD	Common	Joseph M Tanenbaum B				
		439245 Ontario Inc and RRSP	Oct/81 1	3000		629036
FIRST CITY FINANCIAL CORPORATION LTD	Common	Hyman Belzberg DB	--			129604
		Bel-Alta Holdings Ltd	Oct/81 1	66		2137520
		RRSP	-- 1			15390
		Samuel Belzberg DSB	--			129598
		Bel-Fran Investments Ltd	Oct/81 1	66		2137520
		RRSP	-- 1			15396
		William Belzberg DSB	--			92706
		Bel-Cal Holdings Ltd	Oct/81 1	66		2137520
		RRSP	-- 1			15390

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FIRST CITY FINANCIAL CORPORATION LTD (continued)	Common	First City Financial Corporation Ltd	B					
		240083 B.C. Ltd		I R	1			1679606
	First Pfd Series A	" "		I R	1			1985445
	Second Pfd Series 1	" "		I R	1			1958695
		Roxboro Investments (1976) Ltd	B					
		Bel-Fran Investments Ltd., Bel-Cal Holdings Ltd. and Bel-Alta Holdings Ltd		Oct/81	1	200		6412560
FORD MOTOR COMPANY	Common	Walter L A Hayes	S	Nov/81	G		750	322
FORT NORMAN EXPLORATIONS LTD	Common	William S McCartney	S	Sept/81		3300		
				Oct/81		7200		1382100
G M RESOURCES LIMITED	Common	Richard W Kozak	S	I R				---
GALVESTON PETROLEUM LTD	Common	Ventora Resources Ltd	B	Oct/81		19500		600000
GBC CAPITAL LTD	Common	Richard Haller	S	I R				1
GENERAL AMERICAN OIL COMPANY OF TEXAS	Common	James Stockton Jr	D	Oct/81	T	478		16422
		Stockton Foundation		Oct/81	T1	62		2130
		Custoldian for daughter		Oct/81	T1	17		588
		Custodian for son		Oct/81	T1	3		129
	Common	Curtis Meadows Jr DISI		Oct/81	T	24		855
		Independent Executor		Oct/81	T1	2761		94811
		Custodian		Oct/8	T1	124		4289

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL AMERICAN OIL COMPANY OF TEXAS (continued)	Common	Curtis Meadows DISI				
		Lucille Loyd Meadows	Oct/81 T1	114		3925
		Spouse	Oct/81 T1	25		890
		Custodian	Oct/81 T1	144		4944
		Co-Trustee	Oct/81 T1	60		2060
GENSTAR CORPORATION	Preferred	John H Chase S	Oct/81	1000		1000
		Richard D Paterson S	Oct/81	2000		2000
	Common	Yves du Parc D	Oct/81	100		300
GRANDVIEW ENERGY RESOURCES INCORPORATED	Common	Irving R Picard DS	--			675434
		Latonic Red Lake Gold Mines Ltd	Nov/81 E1		3365	297374
GREAT-WEST LIFE ASSURANCE COMPANY, THE	Common	Sterling J McLeod S	I R			---
GULF CANADA LIMITED	Common	Clifford G Walker S	Nov/81		1000	685
		Savings Plan	-- 1			141
HARRIS STEEL GROUP INC	Class B	Cecil H Franklin D				
		Algonquin Mercantile Corp	Oct/81 1	4200		4200
		Minaco Equipment Limited	-- 1			32300
HAYES-DANA INC	Common	Benjamin P R Newman D	Sept/81 T	647		43484
			Sept/81 T	781		65896
HERITAGE GROUP INC, THE	Common	Henry G Beben DS	Oct/81	200		6370
	Class A		Oct/81		300	1700
		Wife	-- 1			400

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HIGHWOOD RESOURCES LTD	Common	Robert A Evans	D	I R				3500
		David G Thomas	DS	Oct/81			34000	601602
HOL-LAC GOLD MINES LIMITED	Common	Hollinger Argus Limited	B	I R				33995
		Charles G Cowan	DS	I R				1
		Pearl Clarke	D	I R				1
		Madge Webber	D	I R				1
INDAL LIMITED	Common	John D Hillery	S	Nov/81	X	1000		
				Nov/81			1000	---
INEXCO OIL COMPANY	Common	William Karau	S	Nov/81	G		300	6000
INTERNATIONAL BUSINESS MACHINES CORPORATION	Common	Thomas C Irwin	S	Nov/81			10	125
		Spouse		Nov/81	1		40	154
		Frank T Cary	DS	Nov/81	G		113	29509
		Wife		--	1			380
INTERNATIONAL BY-PRODUCTS PRODUCTS	Common	Sibron Holdings Limited	B	Oct/81		3700		
				Nov/81		1000		133128
INTERNORTH INC	Common	Charles M Harper	D	I R				---
INVERNESS PETROLEUM LTD	Common	Michael J Duckett	S	Oct/81		12000		12000
JAPAN FUND INC, THE	Common	Louis J Rice Jr	D	Oct/81			3000	15104
		Wife		--	1			500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KERR-MCGEE CORPORATION	Common	James J Kelly	D	Oct/81	V	35770		71540
		Frank A McPherson	DS	Oct/81	V	1200		2400
		Savings Investment Plan		Oct/81	V1	997		1994
		Stock Ownership Plan		Oct/81	V1	111		222
		Charles F Miller	S	Oct/81	V	10976		21952
		Wife		Oct/81	V1	300		600
		Savings Plan		Oct/81	V1	1537		3074
		Savings Investment Plan		Oct/81	V1	711		1422
		Stock Ownership Plan		Oct/81	V1	103		207
		J D Raunborg	S	Oct/81	V	916		1832
		Savings Investment Plan		Oct/81	V1	50		100
		Stock Ownership Plan		Oct/81	V1	78		156
		Phil C Bennett	S	Oct/81	V	3050		6100
		Savings Plan		Oct/81	V1	1605		3210
		Savings Investment Plan		Oct/81	V1	347		694
		Stock Ownership Plan		Oct/81	V1	44		88
		Francis J Chucoski	S	Oct/81	V	221		442
		Stock Ownership Plan		Oct/81	V1	41		82
LONMED HOLDINGS LIMITED	Common	District Trust Company	B	Nov/81		3		855
	Class A			Nov/81		3		862
MACMILLAN BLOEDEL LIMITED	Common	Joseph C Bauer	SI					
		MB Share Purchase Plan	I R		1			500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MALARTIC HYGRADE GOLD MINES (CANADA) LTD	Common	H Peter Jarvis	D	Sept/81		3000		23081
MARK'S WORK WEARHOUSE LTD	Common	Wladyslaw Kaczmarek	BS					
		Kacz Holdings Ltd		Oct/81	1	10000		773431
MARSHALL MINERAL CORP	Common	George C McKenzie	D	I R				169000
				Oct/81			3500	165000
MASCOT GOLD MINES LIMITED	Common	Richard W Kozak	S	I R				---
		Dores Kaatz	S	I R				700
MCDONALD'S CORPORATION	Common	William Moore Jr	S	Nov/81			1900	100
MDS HEALTH GROUP LIMITED	Class C	William A Breukelman	S					
		489678 Ontario Ltd		Oct/81	1	27292		27292
	Class C Series 1	Dr. Janet Buckley	S					
		489320 Ontario Inc		Oct/81	1	9817		9817
	Class C Series 2			Oct/81	1	1309		1309
MEDLON SMALL BUSINESS DEVELOPMENT LIMITED	Common	District Trust Company	B	Nov/81		15		4275
	Class A			Nov/81		3		862
MERCANTILE BANK OF CANADA, THE	Common	Bernard J Goyette	S	Nov/81		1000		8819
		Jack O Kiervin*	S					
		Stock Purchase Plan		Oct/81	1	247		247
MESTON LAKE RESOURCES INC	Common	Gram Industries Inc	B	I R				400000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MICC INVESTMENTS LIMITED	Common	Leonard Ellen DDI	--				30050
		Continental Trust Company	Oct/81	1	4200		4200
		United Financial Management Ltd	--	1			419050
		Leonard Ellen	--				5000
		Continental Trust Company	Oct/81	1	2600		2600
		United Financial Management Ltd	--	1			53700
MITEL CORPORATION	Common	Kent H E Plumley D	--				862302
		Personal Holding Co	Oct/81	1		17000	13500
		US Family Corporation	Oct/81	1			45000
		RRSP	--	1			5775
MONTREAL TRUST COMPANY	Common	Sterling J McLeod SI	I R				---
MOORE CORPORATION LIMITED	Common	Maurice O Beverley S	Nov/81			68	---
MPG INVESTMENT CORPORATION LIMITED	Common	John D H Mackenzie DS					
		RRSP	Nov/81	1	200		4600
MUNICIPAL SAVINGS & LOAN CORPORATION, THE	Common	Lester E Cooke D	Oct/81	E		1500	700
		Big Bay Terminals Ltd	Oct/81	E1		100	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABU MANUFACTURING CORPORATION	Common	Denzil J Doyle Canada Trust Company	DS	I R 1			20000
		Leo Bruce Hempell Canada Trust Company	DS	I R 1			15401
		John Lee Hughes Canada Trust Company	S	I R 1			25000
		Dieter R Jeschor Canada Trust Company	S	I R I R 1			18500
		Roy E O'Brien Canada Trust Company	D	I R 1			2000
		Anthony M Thurston Canada Trust Company	D	I R 1			40666
		Bytec Management Corporation	B	I R 1			318496
		W Kirk Hulse Canada Trust Company	S	I R 1			10000
		James N Groenewald Canada Trust Company	S	I R 1			90000
		Gordon W Gow	S	I R			25000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABU MANUFACTURING CORPORATION (Continued)	Common	Arthur G Esch Jr Canada Trust Company	DS	I R	1			33500
NAHANNI MINES LTD	Common	Leonard A Bednarz	D	Jun/81 Jul/81 Nov/81			1000 1050 1000	---
NATIONAL BANK OF CANADA	Common	Beaudoin Laurent	S	Nov/81			7472	5000
NEW YORK OILS LIMITED	Common	Terrance J Flanagan	D	I R				100
NEWFOUNDLAND LIGHT & POWER CO LIMITED	Common "A"	George J Adams	S	Jun/81 Sep/81	T T	62 69		6014
	1st Preferred	George J Adams	S	Oct/81		500		500
NOMA INDUSTRIES LIMITED	Class "A"	Rudolph A Koehler Rudy Koehler Holdings	DS	-				138150
		Trust		Sep/81	1	300		6600
NORANDA MINES LIMITED	Common	Donald S McGiverin	D	Nov/81		400		1400
		Bernard H Morrison*	S	Oct/81	E		2792	16708
		Alexander G Balogh	S	Oct/81	E		1503	8997
NORCEN ENERGY RESOURCES LIMITED	Convertible Jr Preferred	Donald David Barkwell	DS	Aug/81		12045		12045
	Preferred	Duncan S McIntosh	DS	I R				100
NORMICK PERRON INC	Common	Jean A Dejardins, QC	D	Oct/81			821	2179

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORTHERN & CENTRAL GAS CORPORATION LIMITED	Preferred	Duncan S McIntosh	DI	I R				200
NORTHGATE EXPLORATION LIMITED	Common	Sylvester P Boland	DS	Sep/81			5000	---
NOVA, AN ALBERTA CORPORATION	Common	Joan A Dennis	S	Nov/81	X	1800		
				Nov/81			1800	3995
O P I LTD	Common	Ross K McKenzie	DI	I R				3000
OCCIDENTAL PETROLEUM CORPORATON	Common	Armand Hammer	DS	Oct/81	G		20000	1103572
		Thrift Plan		-	1			32307
		Spouse		-	1			8581
OMEGA HYDROCARBONS LTD	Common	Thomas J Hall	DS					
		Amended		-				942040
		Alberta Gas Products System Ltd		Oct/81	1	8100		560980
		New North Oil & Gas Ltd		-	1			61400
PAN CANA RESOURCES LTD	Common	Edward Chwyl	S	Oct/81			3500	127350
PINE POINT MINES LTD		R G Duthie	D	I R				---
POCO PETROLEUMS LTD	Common	Edward A Galvin	DSB	Jul/81		100000		
				Oct/81		2500		894525
		John J Hodorek	D	Jan/81			66667	
				Jul/81			200000	66666
PRECAMBRIAN SHIELD RESOURCES LIMITED	Common	Windsweep Farm (1965) Limited	B	I R				1000000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PRECAMBRIAN SHIELD RESOURCES LIMITED	Common	W E P Investments Limited	B	Nov/81			1000000	300000
PUBLIC SERVICE ELECTRIC AND GAS COMPANY	Common	William E Scott	DS	-				2922
		Wife		-	1			109
		Son		-	1			100
		Self as Trustee with Mother		Oct/81	M1	213		213
RANGER OIL LIMITED	Common	Ernest E Felzien	S	Sep/81		200		30200
ROCKWELL INTERNATIONAL	Common	Bastian Hello	S	I R				6800
ROLLAND INC	Class "B"	Adrien Desautels	S	I R				500
RONALDS-FEDERATED LIMITED	Common	Bell Canada	B					
		Tele-Direct Ltd		1981	1	220		870004
ROXY PETROLEUM LIMITED	Common	Donald S McGiverin	DI	Nov/81		1000		1500
		Vernon E Daughney	D					
		Amended		-				250000
		Betrust Investment Corporation Ltd		Sep/81	1		15500	234500
ROY NAT INC		Douglas K Murray	S	I R				---
ROYAL BANK OF CANADA, THE	Common	George J Johnson	S					
		MAJ Holdings Ltd		1981	1		200	600
S I S EXPORATIONS CORPORATION	Common	Charles Chutskoff	D	I R				5000
SCOTT PAPER LIMITED	Common	George L O'Leary	DS	Nov/81			1500	3255

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCOTT PAPER LIMITED (Continued)	Common	Donna C Herb	Nov/81		800	3212
SEAGRAM COMPANY LTD, THE	Common	Edward G Jefferson D	I R			---
		Irving S Shapiro D	I R			---
SEAWAY TRUST COMPANY	Common	Andrew F Markle DSB	-			100
		435713 Ontario Limited	Oct/81 1	72440		393316
SEEK RESOURCES LTD	Common	Irving R Picard D				
		Creative Floralkrafts Ltd	Nov/81 1	1000		1000
SHELL OIL COMPANY	Common	C H Siebenhausen, Jr S				
		Jointly with Wife	Feb/81 1		1068	1615
SHEPHERD PRODUCTS LIMITED	Common	Donald A MacKenzie S	Nov/81 T	483		25060
SHININGTREE GOLD RESOURCES INC	Common	James Richard Brent Parres DSB	Oct/81	2000		39000
SILVERTON RESOURCES LTD	Common	Harry S Campbell D	Aug/81	400		
			Sep/81	1600		24222
ST FABIEN EXPLORATIONS INC	Common	William J Solloway SB				
		Holding Company	I R 1			1400000
		Peter L Slaght DS	I R			500
STANDARD TRUSTCO LIMITED	Common	Joseph A Perkins D	Oct/81 T	191		565
		J L Cattanach, QC D	Oct/81 T	4		311
			Nov/81 F	76		387
		George M Clemons D	Nov/81 F	320		1200

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STELCO INC	Convertible Series "A"	H J M Watson	S	Nov/81	Z	100		473
STRAND OIL & GAS LTD	Common	Dennis R Gieck	DS	Oct/81		1000		105500
SUPERIOR OIL COMPANY, THE	Common	Fredric C Ackman	DS	Sep/81		1000		1000
		Howard B Keck	D	Sep/81		15		2506
SYDNEY DEVELOPMENT CORPORATION	Common	J B Carruthers II	D	I R				---
		H Barry Hemsworth	DI	I R				150000
		William E Schmidt	DISI	I R				150000
		Capricorn Investments Ltd	B	I R				52733
		Bruce H Chapman	S	I R				1200
		Lance Balcom	S	I R				600
	Warrants	Lance Balcom	S	I R				400
TANGELWOOD PETROLEUM CORPORATION	Common	Ronald Steiner	DSB	Oct/81		56250		243751
TEAM ENERGY & MINERALS INC	Common	William M Gilchrist	DS	I R				---
TEXAS EASTERN CORPORATION	Common	I D Bufkin	DS	Sep/81				4382
		Stock Purchase Plan		Oct/81	1			3043
TEXASGULF INC	Common	A M Vagliano	D	Sep/81	C		2000	---
		Wife as Custodian for son		Sep/81	C1		2040	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TEXAS GULF INC (Continued)	Common	Donald B Smiley, D	Sep/81			315	---
THIRD CANADIAN GENERAL INVESTMENTS TRUST LTD	Common	Ward C Pitfield DDI	Oct/81		200		5715
		Tweedhill Ltd	Oct/81	1	5000		5000
TOTAL PETROLEUM (NORTH AMERICA) LTD	Common	Compagnie Francaise Des Petroles B	Oct/81		92700		7997716
		Total American Inc	-	1			941800
TRANS CANADA GLASS LTD	Common	Arthur N Eyben D	Oct/81			5100	2219
		Franann Holdings Ltd B	Oct/81		1000		786639
TRANSALTA UTILITIES CORPORATION (FORMERLY CALGARY POWER LTD)	Common "A"	Nu-West Group Limited B	Oct/81	T	144931		
			Oct/81	F	248293		11431651
TRIZEC CORPORATION LTD	Common	M A Cornelissen DS	Nov/81		200		11884
		Monray & Co	-	1			80000
		PDB Investments Ltd	-	1			126332
		Edmund Sardachuk S	Nov/81			22600	68960
		Monray & Company	-	1			184000
		PDB Investments Ltd	-	1			126522
ULTRAMAR COMPANY LIMITED	Common	Henry J Laska DISI	Aug/81			10000	
			Sep/81			13600	---
UNION GAS LIMITED	Common	Joseph E Mahoney S	-				625
		SSIP	Oct/81	1	29		701
UNITED STATES STEEL CORPORATION	Common	William P Getty D	I R				625

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
UNITED WESTBURNE INDUSTRIES LIMITED	Common	Jean P Saillant	D					
		Westburne Industries Limited		Oct/81	1	4400		5500
WESTGROWTH PETROLEUMS LTD	Common	Mark J Feldman	DS	I R				54382
WOODWARD STORES LIMITED	Class "D	Grant W MacLaren	D					
		Estate of Elizabeth Eleanor MacLaren		Oct/81	R1		6441	22713
WORLDWIDE ENERGY CORPORATION	Common	James B Owen	D	Oct/81		4000		6333
		Wife		-	1			266
		Evangeline Oil Limited		-	1			1333
YELLOWKNIFE BEAR RESOURCES INC	Common	Robert G Price	D	Oct/81		1000		1001
		Thomas P Fischer	S	Oct/81		100		300
ZEPHYR RESOURCES LTD	Common	Kenaco Commercial Services Ltd	S	Oct/81		20700		54400
ZONE RESOURCES LIMITED	Common	Claude Bonhomme	DSB	I R				66667
	Preferred	Claude Bonhomme	DSB	I R				333333
	Common	N Christopher	DB	I R				33333
	Preferred	N Christopher	DB	I R				166667
	Common	Ernest P Rowe	D	I R				1

REPORTS OF TRADES SUBMITTED ON FORM 20 (AND ITS PREDECESSOR)
UNDER THE SECURITIES ACT 1978

Transaction Date	Purchaser	Security	Price	Amount
Nov. 3, 1981		Canada Trustco Mort- gage Co. - floating rate cumulative redeem- able retractable pref. shares, series "F"	$ 20.00	1,750,000 shrs
Nov. 13, 1981		Cullaton Lake Gold Mines Ltd. - demand promissory notes at prime plus 1%	1,652,642.00	1,652,642.00
Nov. 6, 1981	Atlantis Films Ltd. Patrick Hodgson	"Chambers: Tracks and Gestures, 1931-1978" units	10,000.00	1 unit
Nov. 6, 1981	John W. Adams	"	10,000.00	1 "
Nov. 6, 1981	Richard M. Ivey	"	10,000.00	1 "
Nov. 6, 1981	PFA Labs	"	10,000.00	2 units
Nov. 6, 1981	M.M.E. Lemmin	"	10,000.00	1 unit
Nov. 6, 1981	B.H. Lowry	"	10,000.00	2 units
Nov. 6, 1981	Christopher Lowry	"	10,000.00	2 "
Nov. 6, 1981	John H. Moore	"	10,000.00	2 "
Nov. 6, 1981	Dr. G. Douglas-Murray	"	10,000.00	1 unit
Nov. 6, 1981	David Weldon	"	10,000.00	2 units
Nov. 12, 1981	Harmony Trust	MacKenzie Financial Corp. - common shares	6.00	75,000 shrs
Nov. 12, 1981	Gerald G. Hatch	"	6.00	25,000 "
Oct. 30, 1981		National Bank of Canada cumulative redeemable first preferred shares series I	1,000.00	21,500 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Oct. 30, 1981		National Bank of Canada cumulative redeemable first preferred shares series 2	$ 2.50	800,000 shrs
Oct. 30, 1981		National Bank of Canada cumulative redeemable first preferred shares series 3	5.00	300,000 "
Nov. 3, 1981		Inco Ltd. - floating rate cumulative redeemable preferred shares series "A"	25.00	500,000 "
Nov. 19, 1981*	458305 Ontario Inc.	Koolatron Ind. Ltd. class "C" special shares	1.00	243,051 "
Nov. 19, 1981*	Material Electronic Corp.	"	1.00	211,311 "
July 3, 1981*	The Shield Dev. Co. Ltd.	Lyndex Explorations Ltd. - common shares	1.00	400,000 "
Nov. 12, 1981	P.A. Carroll	Mobius Productions Ltd. - units of "Cramps" and "Coping with Menopause"	19,000.00	1 unit
Nov. 12, 1981	Stephen R.Wiltshire	"	19,000.00	1 "
Nov. 12, 1981	John D. Stevenson	"	19,000.00	1 "
Nov. 12, 1981	John E. Farley	"	19,000.00	1 "
Nov. 12, 1981	John W. Storey	"	19,000.00	1 "
Nov. 12, 1981	Michael Matthews	"	19,000.00	1 "
Nov. 12, 1981	Dave Grotell and Mark Krieger	"	19,000.00	1 "

Transaction Date	Purchaser	Security	Price	Amount
Nov. 12, 1981	Douglas Stanley Goodall	Mobius Productions Ltd. - units of "Cramps" and "Coping with Menopause"	$ 19,000.00	1 unit
Nov. 12, 1981	Steven Goodall	"	19,000.00	1 "
Nov. 3, 1981	North American Ventures Fund	Newport Petroleums Ltd. - series "B" debentures	500,000.00	$ 500,000.00
Nov. 17, 1981*	Power Corp. Superannuation Fund	Inland Natural Gas Co. Ltd. - 18¼% sinking fund debentures series "B"	500,000.00	500,000.00
Nov. 17, 1981*	Public Employees Superannuation Fund	"	500,000.00	500,000.00
Nov. 17, 1981*	Saskatchewan Telecommunications Superannuation Fund	"	500,000.00	500,000.00
Nov. 17, 1981*	Saskatchewan Workers Compensation Board Injury Fund	"	500,000.00	500,000.00
Nov. 17, 1981*	Crown Investments Corp. of Saskatchewan Pension Plan #39562	"	500,000.00	500,000.00
Nov. 17, 1981*	Saskatchewan Dev. Fund Annuity	"	250,000.00	250,000.00
Nov. 17, 1981*	The Imperial Life Assurance Co. of Canada	"	5,000,000.00	5,000,000.00
Nov. 17, 1981*	The Prudential Assurance Co. Ltd.	"	4,000,000.00	4,000,000.00
Nov. 17, 1981*	Sun Life Assurance Co. of Canada	"	2,750,000.00	2,750,000.00

* Report improperly filed

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 17, 1981*	National Life Assurance Co. of Canada	Inland Natural Gas Co. Ltd. - 18¼% sinking fund debentures series "B"	$ 1,000,000.00	$ 1,000,000.00
Nov. 17, 1981*	Standard Life Assurance Company	"	2,000,000.00	2,000,000.00
Nov. 17, 1981*	Bell Canada Pension Fund	"	1,000,000.00	1,000,000.00
Nov. 17, 1981*	L'Industrielle Compagnie D'Assurance Sur La Vie	"	1,000,000.00	1,000,000.00
Nov. 17, 1981*	Trust General Du Canada	"	250,000.00	250,000.00
Oct. 13, 1981	Ian Mickle	Golden Goose Gold Mines Ltd. - common shares	1.00	5,000 shrs
Nov. 3, 1981		Shell Canada Ltd. - Preferred shares - floating rate cumulative redeemable series "A"	25.00	$ 1,000,000.00
Nov. 3, 1981		"	25.00	600,000.00
Oct. 30, 1981	435713 Ontario Inc.	Seaway Trust Co. - common shares	10.80	72,440 shrs
Nov. 19, 1981	Dofasco Employees Savings and Profit Sharing Fund	Revenue Properties Central Devs. Ltd. series "A" participating debentures	310,000.00	$ 310,000.00
Nov. 19, 1981	Dofasco Supplementary Retirement Income Plan	"	155,000.00	155,000.00

Transaction Date	Purchaser	Security	Price	Amount
Nov. 1, 1981	The Royal Trust Corp. of Canada - in trust for Dupont Canada	R.T. Euro Pac Fund units of participation	$ 8.67	115,312 units
Nov. 2, 1981	Bank of Montreal	Stelco Inc. - series "A" preferred floating rate	25.00	$ 200,000.00
Nov. 2, 1981	Bank of Montreal	"	25.00	200,000.00
Nov. 12, 1981	Bruce Stratford	Stanley Court Hotel Ltd. Partnership and Westwater Howe St. Hotel Ltd. - class "A" Ltd. partnership units and common shares	9,500.00	10 cl. A units
			500.00	10 common shrs

FORM 21 (AND ITS PREDECESSOR) - RESALE OF SECURITIES

Date of Resale	Date of Original Purchase	Seller	Security	Price	Amount
Oct. 29, 1981	Dec. 4, 1979	Carangeo Ltd.	Onaping Resources Limited	$ 5.3/8	2,000 shrs
Oct. 30, 1981	"		"	5.00	8,000 "
Oct. 9, 1981	Aug. 27, 1980	HCI Holdings Ltd.	Trinity Resources Ltd. - common shares	15.50	5,200 "
Aug. 28, 1981	Aug. 27, 1980	"	"	17.63	16,000 "
Aug. 31, 1981	Aug. 27, 1980	"	"	18.00	2,500 "
Aug. 31, 1981	Aug. 27, 1980	"	"	17.50	1,500 "
Sep. 2, 1981	Aug. 27, 1980	"	"	17.63	1,000 "
Sep. 2, 1981	Aug. 27, 1980	"	"	17.00	8,800 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
Ester Kirshenblatt	Dominion Citrus & Drugs Ltd. - common shares	14,000 shrs
Wendy P. Trust	Dylex Limited class "A" preferred	4,900 "
Lynn P. Trust	"	4,900 "
David P. Trust	"	4,900 "
Sandra P. Trust	"	7,400 "
Richard P. Trust	"	7,400 "

TAKE-OVER BIDS, ISSUER BIDS

GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED
(OFFEROR)

MOSPORT PARK CORPORATION
(OFFEREE)

OAKWOOD PETROLEUMS LTD.
(OFFEROR)

QUASAR PETROLEUM LTD.
(OFFEREE)

NOTICE OF INTENTION - FORM 35 - DOMINION CITRUS & DRUGS LTD.

HUDSON'S BAY COMPANY

CONTINUOUS DISCLOSURE FILINGS

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A	ANNUAL FINANCIAL STATEMENTS
B	INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
C	INTERIM FINANCIAL STATEMENTS
D	TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
E	OTHER REPORTS
F	REPORT OF MATERIAL CHANGE (FORM 27)

ABITIBI-PRICE INC.	E F
AGASSIZ RESOURCES LTD.	A B E F
ALCAN ALUMINUM LIMITED	C E
ALGOMA CENTRAL RAILWAY	C
ALGONQUIN MERCANTILE CORPORATION	C E
ALLARCO DEVELOPMENTS LTD.	C
ALUMINUM COMPANY OF CANADA LTD.	C E
AMAX INC.	C
AMERADA HESS CORPORATION	C
AMERICAN EXPRESS COMPANY	E
AMERICAN QUASAR PETROLEUM CO.	E
AMPAL-AMERICAN ISRAEL CORPORATION	C
ANDRES WINES LTD.	C
ANGLO-CANADIAN TELEPHONE COMPANY	C
ASSOCIATED PORCUPINES MINES LIMITED	A B
ATCO LTD.	E
ATLANTIC RICHFIELD COMPANY	C E
AUGDOME CORPORATION LIMITED	C
AUGMITTO EXPLORATIONS LIMITED	B E F
B P CANADA INC.	C E
BANK OF MONTREAL	E
BARBECON INC.	C
BASIC RESOURCES INTERNATIONAL S.A.	E
BAY MILLS LIMITED	E
BELL CANADA	E
BLACK CLIFF MINES LIMITED	C
BLACKWOOD HODGE (CANADA) LIMITED	E
BLYTHWOOD MINING LIMITED	A
BONANZA OIL & GAS LTD.	F
BOW VALLEY INDUSTRIES LTD.	E
BRASCAN LIMITED	C
BRENDA MINES LIMITED	C
BRINCO LIMITED	C
BRITISH AMERICAN BANK NOTE INC.	E
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	C E
BROOKE BOND INC.	A B
BROULAN REEF MINES LIMITED	E
BRUNSWICK MINING AND SMELTING CORPORATION LIMITED	C E
C & C YACHTS LIMITED	E

C C L INDUSTRIES INC.	E
C M E RESOURCES INC.	F
CABOT TRUST COMPANY	C
CAMFLO MINES LTD.	E
CAMPEAU CORPORATION	E
CANADA CEMENT LAFARGE LTD.	C E
CANADA NORTHWEST LAND LIMITED	E
CANADA PERMANENT MORTGAGE CORPORATION	C
CANADA SOUTHERN PETROLEUMS LTD.	E
CANADA TRUST COMPANY INVESTMENT FUND, THE	F
CANADIAN ANAESTHETISTS' MUTUAL ACCUMULATING FUND LIMITED	A B E
CANADIAN ARROW MINES LIMITED	C
CANADIAN FOREMOST LTD.	E
CANADIAN LENCOURT MINES LIMITED	C E
CANADIAN PACIFIC ENTERPRISES LIMITED	C
CANADIAN REALTY INVESTORS	E F
CANADIAN TIRE CORPORATION LIMITED	C E F
CANADIAN UTILITIES LIMITED	E
CANRON INC.	C
CANUC RESOURCES INC.	E
CANWEST FINANCIAL HOLDINGS LIMITED	C
CARA OPERATIONS LIMITED	E
CARENA-BANCORP HOLDINGS INC.	C
CARLING O'KEEFE LIMITED	E
CENTRAL TRUST COMPANY	C E
CENTRAL TRUST MORTGAGE FUND	B
CHANCELLOR ENERGY RESOURCES INC.	E
CHARRIOT RESOURCES LTD.	E
CHIB-KAYRAND COPPER MINES LIMITED	E
CHIEFTAIN DEVELOPMENT CO. LTD.	E
CINCINNATI RESOURCES INC.	E
CIRCUS TIVOLI	B C
COCKFIELD BROWN INC.	E
COLUMBIA GAS SYSTEM INC., THE	C
COMBINED INTERNATIONAL CORPORATION	E
COMTECH GROUP INTERNATIONAL LIMITED	C
COMTERM INC.	E
CONSOLIDATED BATHURST INC.	C
CONSOLIDATED DAERING ENTERPRISES AND MINING INC.	A B C
CONSOLIDATED DURHAM MINES AND RESOURCES LIMITED	A B C
CONSOLIDATED IMPERIAL RESOURCES LIMITED	A B C
CONSOLIDATED NATURAL GAS COMPANY	C
CONSUMERS GLASS COMPANY LIMITED	C
CONTINENTAL GROUP INC., THE	C
CONTROL DATA CORPORATION	C
CONVENTURES LIMITED	C
CONWEST EXPLORATION COMPANY LIMITED	C
COOPER CANADA LIMITED	C
COSEKA RESOURCES LIMITED	E
COSTAIN LIMITED	E
CRESTBROOK FOREST INDUSTRIES LTD.	C
CROWN TRUST COMPANY	C
DEB CANADIAN EXPLORATIONS 1977	E
DEB CANADIAN EXPLORATIONS 1978	E
DESTORBELLE MINES LTD.	C
DISCOVERY MINES LIMITED	E
DOFASCO INC.	E

DOME CANADA LIMITED	E
DOME MINES LIMITED	E
DOME PETROLEUM LIMITED	C E
DOMINION STORES LIMITED	C E
DONRAND MINES LIMITED	C
DOUBLE NEGATIVE	C
DOW CHEMICAL COMPANY, THE	C
DRUMMOND, MCCALL INC.	E
EAGLET MINES LIMITED	C
EASTMONT LARDER LAKE GOLD MINES LIMITED	C
EATON BAY TRUST COMPANY (ALBERTA)	B
ECHO BAY MINES LTD.	E
ELMWOOD RESOURCES LTD.	F
ENERGY LAND ACQUISITION PROGRAM NO.1	C
ETHYL CORPORATION	C
EVERGREEN ENERGY RESOURCES LTD.	F
EXROY RESOURCES LTD.	C
EXTENDICARE LTD.	E
FALCONBRIDGE NICKEL MINES LIMITED	E
FATHOM OCEANOLOGY LIMITED	C
FIDELITY TRUST COMPANY, THE	C
FIRAN-GLENDALE CORPORATION	E
FIRST CITY TRUST COMPANY	E
FORD MOTOR COMPANY	C E
FORD MOTOR COMPANY OF CANADA LTD.	C
FRANCANA OIL & GAS LTD.	E
G.S.W. INC.	C
GARBELL HOLDINGS LIMITED	C
GENERAL AMERICAN OIL COMPANY OF TEXAS	C
GENERAL MOTORS CORPORATION	C
GENSTAR CORPORATION	E
GETTY OIL COMPANY	C E
GLENCAIR RESOURCES INC.	E
GLOBAL MARINE INC.	C
GODERICH ELEVATORS LIMITED	C
GOTAAS-LARSEN SHIPPING CORPORATION	E
GRANDMA LEE'S INC.	E
GRANDUC MINES, LIMITED	E
GREAT LAKES NICKEL LTD.	C
GREAT WEST STEEL INDUSTRIES LTD.	E
GREY GOOSE CORPORATION LIMITED	E
GREYHOUND LINES OF CANADA LTD.	E
GUARANTY TRUST COMPANY OF CANADA	C
HALEY INDUSTRIES LIMITED	E
HALLIBURTON COMPANY	E
HANSON MINERAL EXPLORATION LIMITED	C
HARRIS STEEL GROUP INC.	E
HEMERDON MINING & SMELTING LIMITED	E
HIRAM WALKER RESOURCES LTD.	E
HUDSON BAY MINING AND SMELTING CO. LIMITED	E
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	E
HUGHES TOOL COMPANY	E
HUSKY OIL LTD.	E
IMPERIAL OIL LIMITED	E
INDAL LIMITED	E
INLAND NATURAL GAS CO. LTD.	C
INTERNATIONAL BUSINESS MACHINES CORPORATION	C

INTERNATIONAL MOGUL MINES LIMITED	C
INTERNATIONAL THOMSON ORGANISATION LIMITED	F
INTERNORTH INC.	C
INTERPROVINCIAL STEEL & PIPE CORPORATION LTD.	E
JAMESTOWN RESOURCES INC.	D
JOREX LIMITED	E
K-TEL INTERNATIONAL, INC.	B C
KEEPRITE INC.	C
KERR-MCGEE CORPORATION	C E
KEY ANACON MINES LIMITED	C
KRISTIANSEN CYCLE ENGINES LTD.	C
LA VERENDRYE MANAGEMENT CORPORATION	C
LABRADOR MINING AND EXPLORATION COMPANY LIMITED	C
LACANA MINING CORPORATION	E
LAVA CAP RESOURCES LTD.	E
LEIGH INSTRUMENTS LIMITED	A B E
LEON'S FURNITURE LIMITED	C
LIBERIAN IRON ORE LIMITED	C
LOCHIEL EXPLORATION LTD.	E
LOUISIANA LAND AND EXPLORATION COMPANY, THE	C
LUMONICS INC.	C
M & M PORCUPINE GOLD MINES LIMITED	C
MACKENZIE FINANCIAL CORPORATION	E
MAGNA INTERNATIONAL INC.	A B E
MARKEL FINANCIAL HOLDINGS LIMITED	C
MASSEY-FERGUSON LIMITED	E
McGRAW-HILL RYERSON LIMITED	C
McINTYRE MINES LIMITED	E
MSR EXPLORATION LTD.	E
MEDCON RESOURCES LTD.	C
MERIDIAN CONCEPTS LTD.	C
MERLAND EXPLORATIONS LIMITED	E
MESA PETROLEUM	C
MICC INVESTMENTS LIMITED	E
MIDRIM MINING COMPANY LIMITED	E
MITEL CORPORATION	E
MPG INVESTMENT CORPORATION LIMITED	E
MSZ RESOURCES LTD.	E
MURPHY OIL COMPANY LTD.	E
NABISCO BRANDS, INC.	C
NEW DIMENSION RESOURCES LIMITED	E
NORCEN ENERGY RESOURCES LIMITED	E
NORTHERN CANADA MINES LIMITED	C
NORTHLAND BANK	A
NORTHERN TELECOM LIMITED	E
NOVA, AN ALBERTA CORPORATION	E
NU-WEST GROUP LIMITED	E
O P I LTD.	E
OAKWOOD PETROLEUMS LTD.	E
OCELOT INDUSTRIES LIMITED	E
OMEGA HYDROCARBONS LTD.	E
OPAWICA EXPLORATIONS INC.	A B
ORRWELL ENERGY CORPORATION LTD.	E
PAGE PETROLEUM LTD.	C
PAGURIAN CORPORATION LIMITED, THE	C
PANCANADIAN PETROLEUM LTD.	E
PANHANDLE EASTERN PIPE LINE COMPANY	C

PARK COUNTY TOWNHOUSE INVESTMENTS	E
PENNZOIL COMPANY	C
PETRO-CANADA ENTERPRISES INC.	E
PETROTECH, INC.	E
PHILLIPS PETROLEUM COMPANY	C
PINE POINT MINES LIMITED	C
PLACER DEVELOPMENT LIMITED	C
POLYSAR LIMITED	E
POMINEX LTD.	E
PRAIRIE OIL ROYALTIES COMPANY LIMITED	C
PREMIER TRUST COMPANY, THE	C
PRICE COMPANY LIMITED, THE	F
PYTHON RESOURCES AND INVESTMENT CORPORATION	B C
QUEBEC-TELEPHONE	C
RAMBLER OIL COMPANY	E
RANCHMENS RESOURCES (1976) LTD.	E
RANGER OIL LIMITED	C E
REAL PROPERTY TRUST OF CANADA, THE	C E
RESOLUTE PETROLEUMS LIMITED	C
RESOURCE SERVICE GROUP LTD.	E
RIO ALTO EXPLORATION LTD.	B C
ROGERS CABLESYSTEMS INC.	E
ROYAL BANK OF CANADA, THE	E
SANRETA OILS & GAS RESOURCES LTD.	F
SCEPTRE RESOURCES LIMITED	E
SCINTILORE EXPLORATIONS LIMITED	C
SCINTREX LIMITED	E F
SCUDDER SPECIAL FUND INC.	A
SCURRY-RAINBOW OILS LIMITED	E
SEAGRAM COMPANY LTD., THE	E
SEAWAY TRUST COMPANY	B
SENLAC RESOURCES INC.	A B
SHAW INDUSTRIES LTD.	C
SHELL OIL COMPANY	C
SIGMA MINES (QUEBEC) LIMITED	E
SILKNIT LIMITED	C E
SILVERTON RESOURCES LTD.	E
SLATER STEEL INDUSTRIES LIMITED	E
SONOR INVESTMENTS LIMITED	C
SPAR AEROSPACE LIMITED	E
SPOONER MINES AND OILS LIMITED	A B C
ST. LAWRENCE CEMENT INC.	E
STANDARD BROADCASTING CORPORATION LIMITED	A B
STANDARD TRUSTCO LIMITED	E
STEEP ROCK IRON MINES LIMITED	C
STERLING TRUST CORPORATION	C
STRATHEARN HOUSE GROUP LIMITED	E
SUPERIOR ACCEPTANCE CORPORATION LIMITED	C
SUPERIOR OIL COMPANY, THE	C
TELE-METROPOLE INC.	B
TEN THOUSAND DAY WAR, THE	E
TENNECO INC.	C
TERRY GOLD EXPLORATIONS INC.	A B C
TEX-US OIL & GAS INC.	C
TEXACO CANADA INC.	C E
THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	E
THOMSON NEWSPAPERS LIMITED	C E

TIMKEN COMPANY, THE	C
TOMBILL MINES LIMITED	C
TONECRAFT REALTY INC.	C
TOROMONT INDUSTRIES LTD.	E
TORONTO SUN PUBLISHING CORPORATION, THE	E
TOTAL PETROLEUM (NORTH AMERICA) LTD.	F
TRADERS GROUP LIMITED	C
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	E
TRANS-WESTERN EXPLORATION, INC.	C
TRANSALTA UTILITIES CORPORATION	C E
TRANSCANADA PIPELINES LIMITED	E
TURBO RESOURCES LIMITED	E
ULTRAMAR COMPANY LIMITED	E
UNICAN SECURITY SYSTEMS LTD.	A
UNION CARBIDE CANADA LIMITED	E
UNITED ASBESTOS INC.	C
UNITED CANSO OIL & GAS LTD.	E
UNITED CORPORATIONS LIMITED	F
UNITED WESTBURNE INDUSTRIES LIMITED	C
UNIVERSAL SAVINGS EQUITY FUND LIMITED	C
UNIVERSAL SAVINGS INCOME FUND	C
UNIVERSAL SAVINGS AMERICAN FUND	C
UNIVERSAL SAVINGS NATURAL RESOURCE AND ENERGY FUND	C
VEDRON LIMITED	C
VS SERVICES LTD.	E
WAJAX LIMITED	E
WARNACO OF CANADA LIMITED	E
WCI CANADA LIMITED	E
WESTBURNE INTERNATIONAL INDUSTRIES LTD.	C E
WESTCOAST PETROLEUM LTD.	E
WESTCOAST TRANSMISSION COMPANY LIMITED	E
WESTMIN RESOURCES LIMITED	C E
WHITE STAR COPPER MINES LIMITED	A
WINWEST OIL & MINING LIMITED	A B
WORLDWIDE ENERGY CORPORATION	C
YORK LAMBTON INC.	E
YOUR TICKET IS NO LONGER VALID	E
AURORA ENERGY FUND LTD.	E
BANK OF MONTREAL MORTGAGE CORPORATION	C
BCI FURNITURE LIMITED	A B
CARMONT PROJECT	E
DENTSPLY INTERNATIONAL	E
DONOHUE INC.	C
FORT NORMAN EXPLORATIONS INC.	E
GENERAL TELEPHONE & ELECTRONICS CORPORATION	C
ORION CAPITAL CORPORATION	E
REID DOMINION PACKAGING LIMITED	C
SONOR PETROLEUM CORPORATION	A B
SPERRY CORPORATION	C
STALL LAKE MINES LIMITED	C
TANDY CORPORATION	E
UNION CARBIDE CORPORATION	C
UNITED STATES STEEL CORPORATION	C E
WABASSO INC.	C
WALL STREET TRADERS INTERNATIONAL S.A.	E
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NEW ISSUE AND SECONDARY FINANCING

ANYOX METALS LIMITED

Final receipt issued November 20, 1981 for prospectus dated November 18, 1981 qualifying for sale in Ontario 900,000 underwritten common shares at $2.75 to net the Company $2.50 per share. The prospectus also qualifies 1,900,000 common shares issued on conversion of $4,180,000 principal amount of promissory notes at $2.20 per share. There will also be a secondary offering of 380,000 common shares none of the proceeds of which will accrue to the Company.

PROMOTER: John Patrick Sheridan

UNDERWRITER: Merit Investment Corporation

BANK OF MONTREAL

Final receipt issued November 24, 1981 for a prospectus dated November 24, 1981 issued by the Bank of Montreal qualifying for sale in Ontario 7,000,000 $2.50 Class A preferred shares Series 2 and common share purchase warrants for each Series 2 preferred share held. The issue is priced at $25.00 per preferred share to yield 10% per annum.

UNDERWRITERS: Wood Gundy Limited
Dominion Securities Ames Limited
McLeod Young Weir Limited
Nesbitt Thomson Securities Limited

GEOVEX PETROLEUM CORP.
(FORMERLY TEXCAN ENERGY & RESOURCES INC.)

Final receipt issued November 23, 1981 for a prospectus dated November 18, 1981 of Geovex Petroleum Corp. (formerly Texcan Energy & Resources Inc.) qualifying for sale in Ontario 1,500,000 common shares at $1.20 per share to net the Company $900,000 before deducting expenses of issue. There will also be a secondary offering of 600,000 common shares at an estimated average price to the public of $1.60. None of the proceeds of the secondary will accrue to the benefit of the Company.

PROMOTER: Cadre Corporation (Frank Cadesky)

UNDERWRITER: M. Rash & Co. Limited

"MOTHER LODE"

Final receipt issued November 24, 1981 for a prospectus dated November 16, 1981 offering for sale in Ontario 1,200 units of equal, undivided interest in 100% of the ownership of a feature length motion picture film, entitled "Mother Lode", at a price of $5,000 per unit, to net $5,520,000 before expenses of the offering. Units will be sold on a best efforts basis.

AGENT: First Alberta Securities Ltd.

PROMOTER: Peter R. E. Snell

PARAGON I

Final receipt was issued on November 20, 1981 for a prospectus dated November 11, 1981 offering 558 Units in each of three limited partnerships at a price of $12,000 per Unit to net the issuers $6,491,520 before expenses of issue.

AGENT: Wood Gundy Ltd.

PROMOTERS: Paragon Realty Ltd. and
Regent Securities Alberta Limited

THE ROYAL BANK OF CANADA

Final receipt issued November 23, 1981 for the prospectus dated November 19, 1981 offering $200,000,000 (8,000,000 shares), $2.75 redeemable convertible second preferred shares Series "A" at the price of $25 per share to yield 11% per annum. The Bank has granted to the underwriters an option to purchase up to a maximum of 400,000 additional convertible preferred shares to cover over-allotments.

UNDERWRITERS: Wood Gundy Limited
Pitfield Mackay Ross Limited
Nesbitt Thomson Securities Limited
Dominion Securities Ames Limited

THE ROYAL BANK OF CANADA

Final receipt issued November 23, 1981 for the prospectus dated November 19, 1981 offering $150,000,000 convertible debentures, unsecured and redeemable, with interest at 15 1/2% per annum from December 9, 1981 to December 9, 1983 and 11 1/4% per annum thereafter at the price of 100 to yield 12.55% per annum to maturity. The convertible debentures will not be redeemable before December 10, 1986. The Bank has granted to the underwriters an option to purchase up to a maximum of $10,000,000 principal amount of additional convertible debentures to cover over-allotments.

UNDERWRITERS: Wood Gundy Limited
Pitfield Mackay Ross Limited
Nesbitt Thomson Securities Limited
Dominion Securities Ames Limited

SHELTER HYDROCARBONS 81-II AND SHELTER HYDROCARBONS LIMITED

A final receipt was issued on November 23, 1981 for a prospectus dated November 19, 1981 qualifying for distribution a minimum of 400 and a maximum of 1,000 limited partnership units in Shelter Hydrocarbons 81-II and a minimum of 200,000 and a maximum of 500,000 warrants of Shelter Hydrocarbons Limited, each warrant entitling the holder to purchase between January 22, 1982 and December 1, 1983 one common share of Shelter Hydrocarbons Limited. The units are offered to the public at a price of $5,000 per unit to net the limited partnership $1,860,000 if the minimum number are sold and $4,650,000 if the maximum number are sold, both before deduction of offering expenses. Each investor will receive 500 warrants for each limited partnership unit purchased by him. No proceeds will accrue to Shelter Hydrocarbons Limited from the distribution of the warrants.

The issue is being offered on a best efforts basis.

PROMOTER OF SHELTER HYDROCARBONS 81-II: Shelter Hydrocarbons Limited

PROMOTER OF SHELTER HYDROCARBONS LIMITED: Shelter Canadian Holdings Limited and

J. W. Peltier

AGENT: Richardson Securities of Canada

SYDNEY ADVANCED TECHNOLOGY LIMITED PARTNERSHIP

Receipt issued November 23, 1981 for final prospectus dated November 16, 1981 qualifying $10,000 limited partnership units at $1,000 per unit on a best efforts basis to realize a minimum of $4,600,000 and a maximum of $9,250,000.

PROMOTERS: Sydney Development Corporation
Sydney Development (1981) Ltd.

AGENTS: Registered securities dealers

PRELIMINARY PROSPECTUSES WITHDRAWN

ALGOMA STEEL CORPORATION LIMITED

A preliminary prospectus dated September 9, 1981 has been withdrawn at the request of the Company.

CHARRIOT RESOURCES LTD.

The preliminary prospectus dated August 24, 1981 of Charriot Resources Ltd. has been withdrawn at the request of the Company.

LEITCH VIDEO LIMITED

The preliminary prospectus dated August 13, 1981 of Leitch Video Limited has been withdrawn at the request of the Company.

METAFUSE LTD.

The preliminary prospectus dated August 13, 1981 of Metafuse Ltd. has been withdrawn at the request of the Company.

THE RACQUETBALL ACADEMY

The preliminary prospectus dated June 8, 1981 has been withdrawn at the request of the Company.

ROYAL VISTA

The preliminary prospectus dated October 8, 1981 offering units in Royal Vista has been withdrawn at the request of the promoter Loewen Development Corporation.

TRANSALTA UTILITIES CORPORATION

The preliminary prospectus dated September 4, 1981 relating to a proposed offering of first preferred shares has been withdrawn at the request of the Corporation.

TRANSALTA UTILITIES CORPORATION

The preliminary prospectus dated September 4, 1981 relating to a proposed offering of secured sinking fund debentures, Series "H" has been withdrawn at the request of the Corporation.

PRELIMINARY PROSPECTUSES CLOSED

THE SHERIDAN PLATINUM GROUP LTD.

The preliminary prospectus dated August 21, 1981 has been closed pursuant to regulation 25(2) of the Securities Act.

TOBURN GOLD MINES LTD.

The preliminary prospectus dated August 12, 1981 has been closed pursuant to regulation 25(2) of the Securities Act.

PRELIMINARY PROSPECTUSES RECEIVED

November 19, 1981

Bolton Tremblay Money Fund — National Issue - Ontario

Offering mutual fund shares at net asset value.

Distributor: Bolton Tremblay Funds Inc.

Captain Consolidated Resources Ltd.

Offering $750,000 12% convertible debentures (redeemable) in multiples of $1,000.

AGENT: Yorkton Securities Inc.

Duncan Park Holdings Corporation

Offering 1,000,000 common shares to the shareholders of Park Lawn Cemetary Company Limited. Each Park Lawn shareholder will receive 10 common shares of Duncan Park for each common share of Park Lawn owned of record on November 13, 1981.

November 20, 1981

TransAlta Utilities Corporation — National Issue - Alberta

Offering $ *,000,000 * % secured debentures, Series "H" (redeemable) at a price of * plus accrued interest.

UNDERWRITER: Merrill Lynch, Royal Securities Limited

TransAlta Utilities Corporation — National Issue - Alberta

Offering $ *,000,000 (* shares) * % first preferred shares (redeemable) at a price of $ * per share.

UNDERWRITER: Merrill Lynch, Royal Securities Limited

Van Horne Gold Exploration Inc.

Offering 1,400,000 common shares at a price of $ * per share.

November 23, 1981

Imperial Oil Limited — National Issue - Ontario

Offering $ *,000,000 * % sinking fund debentures (unsecured) at a price of *.

UNDERWRITERS: Wood Gundy Limited
Dominion Securities Ames Limited
McLeod Young Weir Limited

Sparton Mining and Development Limited

Offering 500,000 common shares (without par value) at a price of $1.00 per share.
Secondary Offering: 175,000 common shares without par value

UNDERWRITER: Merit Investment Corporation

November 25, 1981

Credit Industriel Desjardins Inc.

Offering medium term secured notes in denominations of not less than $50,000.

Amendments Received

November 19, 1981

"Curtains"

Amendment #1 dated November 17, 1981 to prospectus dated May 1, 1981.

Eaton Bay Dividend Fund Ltd.

Amendment #1 dated November 9, 1981 to prospectus dated April 30, 1981.

Eaton Bay Viking Fund Limited

Amendment #1 dated November 9, 1981 to prospectus dated April 30, 1981.

November 23, 1981

"Hard Feelings"

Amendment #1 dated November 20, 1981 to preliminary prospectus dated November 9, 1981.

NOVEMBER 1981

REGISTRATIONS

SECURITIES

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

P. J. Doherty & Associates Co. Ltd.,
Suite 501,
56 Sparks Street,
Ottawa, Ontario.
K1P 5A9.
(effective November 25, 1981) Change in category from Investment Counsel

TERMINATIONS

SECURITIES

INVESTMENT COUNSEL

P. J. Doherty & Associates Co. Ltd.,
Suite 501,
56 Sparks Street,
Ottawa, Ontario.
K1P 5A9.
(effective November 25, 1981) Change in category to Investment Counsel and as Portfolio Manager

INVESTMENT COUNSE and as PORTFOLIO MANAGER

Gros Morne Advisory Corporation,
32A Dundonald Street,
Toronto, Ontario.
M4Y 1K2.
(effective November 22, 1981) Lapsed

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Ontario
Securities
Commission

OSC Bulletin

DECEMBER 4, 1981

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NOTICE

O.S.C. POLICY 3-56

MUTUAL FUNDS: NET ASSET VALUE - FREQUENCY OF VALUATION

In the Weekly Summaries for November 14 and December 12, 1980, the Ontario Securities Commission published a proposed amendment to National Policy 9. This amendment required that where 50% or more of the assets of a mutual fund are invested in shares, the net asset value per share or unit of a mutual fund shall be computed no less frequently than once each week. For all other mutual funds, the requirement remained at not less than once a month.

In the Weekly Summary for April 10, 1981, the Commission stated that it was adopting the change to weekly valuations, referred to above, as an Ontario Policy.

The Commission would like to draw to the attention of all mutual funds offering securities in Ontario pursuant to a prospectus that O.S.C. Policy 3-56 must be implemented during 1981.

If you have any questions relating to this matter, please do not hesitate to telephone Mrs. K. Eby, Assistant Deputy Director Corporate Finance, at 963-0224.

Henry J. Knowles, Q.C., Chairman, Ontario Securities Commission

speech to

The Financial Post Annual Report Awards luncheon

November 25, 1981

Thank you Mr. Ryan, chairman, head table guests, ladies and gentlemen. I'm indeed honored to be up here. I would like to offe congratulations to the winners in this award competition and also m congratulations to the runners-up and other competitors. All finalists have exhibited an awareness of the importance of effectiv communication and the ability to translate that awareness from the theoretical level to a reality, so as to further the legitimate economic and social interests of management by educating or propogandizing not only the corporate shareholders, but the other security holders and also the professional buyers of securities and those who interpret economic results for the public at large. Once again my congratulations to all of you and, because of the identity of this audience, I'm determined to share with you a few of the impressions that I've picked up over the last 15 or 16 months while working for the Government of Ontario in the securiti business.

I've decided to share these experiences with you because of your demonstrated ability to communicate. I wish to discuss only two areas of concern.

In each of these areas, these concerns stem from the same root, or philosophy, that encourages each of us, each and every one of us, "to do our own thing."

The areas that should be of immediate concern to all Canadians, inside and outside government, are first, that in Canada today there seems to be no private sector responsibility and no private sector accountability. That is, the concept of private sector stewardship is gone from our country.

The second area seems to be that in the Canada of the 1980s, the private sector relies on short-term self-interest rather than on medium and long-term enlightened self-interest. Medium and long-term enlightened self-interest is at the moment, I believe, being ignored in this country. I'd like to take you through two areas only, one is the government area, and then come back to the private sector areas.

In the Canadian society of 1981, we are well into and perhaps beyond the era of "Double Think."

- Today, "free enterprise" is, with the assistance of the private sector: a government Caisse in Quebec buying into Domtar; the government of Ontario, with the assistance of the private sector, buying into Suncor; the Alberta government buying a regional airline; Canada Development Corporation buying the Canadian assets of Texasgulf Sulphur; and PetroCanada buying Petrofina. That's "Double Think" if these are examples of"free enterprise ".

- "Free competition" in Canada today is at the demand

of the private sector: fixed commission rates by the Toronto Stock Exchange; exclusion of foreigners from the financial intermediary business in Ontario and from the communications business in Canada; excluding financial institutions from holding more than 10% of an exchange member; government subsidy or grant of one kind or another.

That's "free enterprise" in Canada today.

Again, "under Double Think": "Canadianization" -- somethi that's dear to all of our hearts -- is nationalization through expropriation of foreign interests in the oil and gas industry by way of confiscatory tax measures.

A fiscally responsible government is one that spends more than it takes in, while telling the populace to be frugal. That increases the tax burden on the wage earners and the productive members of society, while giving more to the unproductive members of society that keeps expanding the numbers eligible for government handout, thereby making an ever-increasing percentage of the population directly dependent upon government, amenable to its whims, thereby ensuring its power forever.

Under "Double Think", accountability at the government level is:

(1) To create diversions such as the constitutional crisis to deflect the public from real issues such as an economy flirting with depression. It does remind one of the psychology behind the Roman games.

(2) Where an accountable government, unable to cope or deal with problems which the government itself has helped to create, blames it on a third party. The banks or the United States government are responsible for high interest rates; private industry is responsible for unemployment; the rich for inflation: where an accountable government imposes rigid, rigorous disclosure rules for access to the capital markets by the private sector participants, and then, in Ontario, in a carnival manner, barkers government lottery schemes as a way to get rich quick, without disclosing the risks or the odds.

"Double Think" in Canada is where full, true and plain disclosure by government is: to advertise the closing of tax loopholes, when what is being done, in fact, is disregarding the government-promoted tax incentive which we were all encouraged to follow.

Again, "Double Think" is to encourage Canadians to organize their affairs in particular ways, such as Revenue Canada's direct encouragement to buy vacation properties, and then, after Canadians have done so, to penalize them for doing so. It's to create a ficticious "they" that are being taxed -- and effectively and quietly to define that "they" as rich -- and define anyone in Ontario earning over $25,000 as one of the "they" that's being taxed rather than us. In Ontario, that means that approximately four out of every 10 taxpayers is one of the rich, one of the "they", for whom we're not responsible, that are going to pay and be run through the tax wringer.

So much for "Double Think", the examples are only

limited by the time available. But the end product is a society devoid of initiative and wishing to be suckled from cradle to grave -- a product that the government seems to be seeking at breakneck speed to bring into being?

Where is the private sector in this scenario?

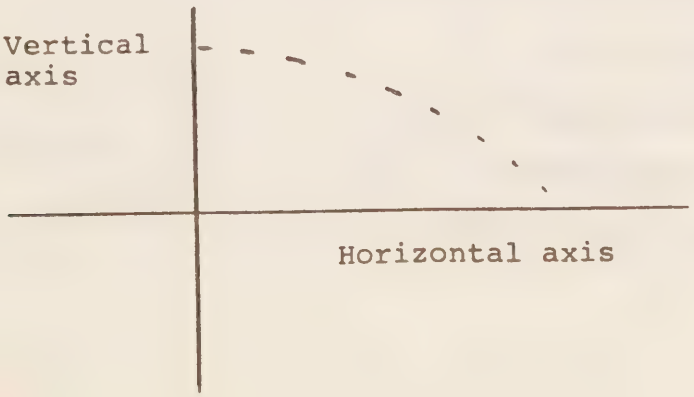
First one has to ask, "what is the private sector -- who is the private sector?"

It's my impression that the private sector in the la analysis is the individual. If there is no individual responsibi and accountability -- then there cannot be collective private sec responsibility and accountability. Thus I speak to you as member of the private sector, in your invididual capacities and not by your titles, and not as representatives of your corporations. Fo it's only individuals who can move associations of individuals.

Back to the private sector -- where are you and wher am I today? My impression, having been in government and private sector is that we're trusting souls, we firmly believe in the las analysis someone else will do it. Somehow or other, it will all work out. Someone else, such as a parent or teacher, sometimes God, will provide the responsible leadership, will make the right decisions and will choose the directions that this country should follow. We leave it to the next fellow and we pursue, individual our immediate goals: kind of a "damn the torpedeos and full spee ahead" -- with narrowly defined short-term self-interest. We actually say, and some of our leaders in the business sector, in

the labor sector, and the other private sector outlets have been heard to say, that it's government's job to do it: we should leave it to government. It's government's job to balance the scales: "It's not my problem."

When one attempts to match government concepts of responsibility and accountability on one hand with private sector concepts of pursuit of immediate self-gratification and complete full delegation of responsibility and accountability to others -- whoever the others may be -- on the other hand, one gets Canada of today. This is perhaps best illustrated by a simple two line graph -- where the vertical axis of the graph is full private sector control of the Canadian society and economy and in the intersection of verticle axis with the horizontal axis, is full government control of the Canadian society and economy: and where the horizontal axis represents the years, by decades, starting at the intersection of the two axes, from 1800 to the year 2000: and on that graph, plotting the real allocation of power in the Canadian society would show a curve moving at ever-increasing velocity toward the horizontal: that is, toward increasing actual delegation to, and assumption by, the public sector of full power over the financial sector, the economy and the society of Canada.



Leaving the federal government aside, to which a lot of the comments apply, where does this trend toward public sector pre-eminence and public sector dominance lead us? It may be accidental and it may be unintentional. I believe that in Ontario this trend is, or at least was until the recent past, unintentional. But I also believe that before the century ends in some 19 years, the actual encouragement of the trend will be overt government policy.

In Ontario, my experience in both the private and public sector indicates to me, that the private sector -- business, labor, financial -- is far too busy in the pursuit of short term selfish goals to assist in the development of, and implementation of, long-term objectives. And, accordingly, government, by necessit and without any alternatives, is developing and implementing the long-term strategy for the province without any real assistance from the private sector, and without any sustained and meaningful input from the real producers in our society. With the taste of what power is, and what power can achieve, government will seek to augment its position, because government is composed of individuals, and individuals enjoy the trappings that are associated with power.

It is perhaps trite to say that we get the government w deserve. The government is composed, as you know, of both elected and appointed. The government is us, and we direct or fail to

direct the elected and we direct or fail to direct the appointed. If we fail to direct, we get the MURB provisions of the recent federal budget. When we do direct, as individuals, and as groups, even sometimes after the fact -- we get the partial repeal of the MURB provisions of the recent federal budget.

If the business, labor and financial communities fail to market their collective worth, as well as individual worth, we get a society that displays at the best, apathy and at the worst antipathy to the business, labor and financial communities.

The private sector -- that is, business, labor and financial -- is losing the battle for due recognition and respect for the legitimate role it plays in developing and maintaining a high standard of living in Canada. It has failed to market its worth to the Canadian public and to gain public support. It is losing the battle for proper and fair rewards for labor and proper and fair returns on investment, because the private sector -- management, labor, professionals, entrepreneurs, skilled and unskilled -- have been reduced by the government to believing that someone else is paying the bills and someone else is responsible. The government has successfully divided the constituent elements of the private sector, so they seek to bring each other into disrepute, thereby making the government always appear as the "white knight", thus overwhelming the private sector.

To counter this trend, if it is not too late, senior officers of major corporations and unions must be delegated job

responsibility, alone or in concert, to market to the Canadian public the worth of the private sector and its constituent elements: and the private sector and each individual must demand, not petition, but demand participation, in advance, not after the fact, in the formation of government policies and laws.

In summary, it is mandatory to use private sector skills to sell the private sector, including, the importance of each of its individual components from unskilled, unorganized labor to organized labor, to individual entrepreneurs, to professionals, to national and multinational corporations.

It is mandatory individually, as well as collectively, to demand a rightful voice in the determination of government policy and government laws. Surely a Canadian's birthright in this country extends beyond the simple right to which the government seeks to limit us -- the access to the ballot box every four or five years -- a right that's also enjoyed in Russia.

Start acting now or by the year 2000 it will be too late for all of us.

The real immediate danger facing Canadians today is not the monolithic juggernaut of government dominance but it the private sector's fueling of that juggernaut through denial of self-responsibility and accountability in determining the direction and future of our country.

I thank you for your attentiveness and good luck for the future, ours and that of our children in this country, is in each of your hands. I do not wish for me or our children to live in a state dominated society where individuals exist for government, rather than the other way around. Each of us is responsible to see that it does not happen, and each of us is accountable if it does happen.

The symptoms of Canada's illness, economically and socially, are the governments we have today, but the basic cause is the Canadian individual's lack of active, visible participation.

IN THE MATTER OF TEX-US-OIL & GAS INC.

UPON the application, received November 20, 1981 and perfected November 25th, 1981 of Tex-Us-Oil & Gas Inc. (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466, (the "Act") exempting the Issuer in part from the requirements of Section 78 of the Act;

AND UPON being satisfied in the circumstances of this paticular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act, that the Issuer be and hereby is exempted from the requirement to send to holders of its securities an interim financial statement for the nine-month period ending September 30, 1981.

DATED at Toronto this 26th day of November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF UNION GAS LIMITED

UPON the application received and perfected on August 6, 1981 of Union Gas Limited (the "Applicant"), an Ontario corporation, to the Ontario Securities Commission (the "Commission") for a ruling under Secton 73 of the Securities Act, R.S.O. 1980, c.466, (the "Act"), in respect of a Dividend Reinvestment and Share Purchase Plan (the "Plan");

AND UPON reading the Application, the material filed therewith, and the recommendations of Commission Counsel;

AND UPON being satisfied that to make such ruling would not be prejudicial to the public interest;

IT IS HEREBY RULED that the institution and operation of the Plan are not subject to Section 24 or 52 of the Act, subject to the following terms and conditions:

1. The provisions of Sections 71(1)(h), 34(1)(14) and 71(5) of the Act and section 55(3) of the Regulations to the Act and any amendments to the Act or the

Regulations thereto applicable to trading in securities issued pursuant to the exemptions contained in Sections 34(1)(14) and 71(1)(h) of the Act shall be deemed to be applicable to the institution and operation of the Plan and trading in common shares of the Applicant distrubuted pursuant thereto;

2. For greater certainty with respect to the Plan, the Applicant shall comply on an annual basis with the provisions of Sections 71(1)(h) and 34(1)(14), as they may be amended from time to time; and

3. The Applicant shall include in the financial statements required to be filed by it pursuant to Section 77 of the Act or in the notes thereto a statement of the number of securities issued, and the consideration received therefor, pursuant to the Plan during the fiscal period covered by such financial statements and the comparative figures for the immediately preceding fiscal period.

26th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF MARATHON OIL COMPANY

UPON the application of Mobil Corporation ("Mobil"), received in perfected form on November 16, 1981, to the Ontario Securities Commission (the "Commission") pursuant to section 99(e) of the Securities Act, R.S.O., c. 466 (the "Act") for an order exempting it from the requirements of Part XIX of the Act;

AND UPON the Commission being advised that:

1. Mobil is a corporation incorporated under the laws of the State of Delaware and Marathon Oil Company ("Marathon") is a corporation incorporated under the laws of the State of Ohio.

2. By an offer dated October 30, 1981 (the "Offer"), Mobil offered to purchase up to 40,000,000 shares of Marathon (the "Shares") at $85.00 (U.S.) net per share. The offer is conditional on the tender of a minimum of 30,000,000 shares and Mobil reserves the right to purchase more than 40,000,000 shares.

3. Mobil, in its capacity as a tender offeror for the shares, has requested fro Marathon a list of its shareholders. Marathon has elected under the applicable laws of the State of Ohio not to make available such a list to Mobil and to mail the offer directly to its shareholders. Mobil has also requested, in its capacity as a shareholder, a list of Marathon's shareholders, but has not received such a list.

4. Mobil is not in a position to determine the names and addresses of the holders of shares but has no reason to believe that any significant number of holders of shares reside in Ontario or that any significant number of shares are held by persons whose addresses on the records of Marathon are in Ontario.

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that Mobil be and hereby is exempted from the requirements of Part XIX of the Act with respect to the Offer provided that all material sent to security holders of Marathon resident in the United States of America in connection with the Offer shall be filed with the Commission and sent to security holders of Marathon resident in Ontario.

28th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF LEISURE WORLD NURSING HOMES LIMITED

WHEREAS the Ontario Securities Commission (the "Commission") issued an Order dated January 13, 1981, (the "Order") in respect of an application by Leisure World Nursing Homes Limited ("Leisure World") pursuant to section 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (then cited as The Securities Act, 1978, S.O. 1978, c.47, as amended) (the "Act"), which Order is attached as Schedule "A" hereto;

AND WHEREAS the Commission is of the view that to so vary the Order would not be prejudicial to the public interest;

AND THEREFORE IT IS ORDERED THAT the Order be varied in that paragraph 1 shall be deleted and the following paragraph substituted therefor:

"1. By a vote of the security holders of Leisure World entitled to vote, exclusive of security holders holding a sufficient number of any securities of Leisure World to affect materially the control of Leisure World within the

meaning of section 1(1)11(iii) of the Act, taken at each annual meeting of security hodlers, a majority of the votes cast shall approve this exemption, but the results of such vote, in each case, shall be reported to the Commission in writing within ten days of the taking of the vote; and"

26th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF THE
CADILLAC FAIRVIEW CORPORATION LIMITED

UPON the application received on June 2, 1981 of Lion Diversified Investments Limited ("Lion") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that the trades by Lion of a total of 41,000 preference shares of The Cadillac Fairview Corporation Limited ("CF") in April, 1981 were not subject to section 52 of the Act;

AND UPON the application being perfected on November 18, 1981;

AND UPON reading the application and the recommendation of the staff of the Commission;

AND UPON it appearing that:

1. CF is a corporation governed by the laws of Ontario and has been a reporting issuer since September 15, 1979;

2. Lion is a corporation incorporated under the laws of Ontario;

3. All of the shares of Lion are owned by John H. Daniels ("Daniels") or trusts for the children of Daniels;

4. The issued capital of CF consists of 13,308,853 preference shares ("Preference Shares") and 26,360,373 common shares;

5. As at April 1, 1981, Lion owned 476,058 Preference Shares;

6. In April 1981 Lion sold 41,000 Preference Shares without complying with subsection 71(7) of the Act; and

7. A trade by Lion of Preference Shares could be considered to be a distribution within the meaning of subparagraph 1(1)11(iii) of the Act;

AND UPON the Commission being satisfied that so to rule would not be prejudicial to the public interest;

IT IS RULED that trades by Lion of Preference Shares

(a) made after May 30, 1981 and before the date hereof were not subject to section 52 of the Act, and

(b) made on or after the date hereof are not subject to section 52 of the Act,

provided that such trades were or are, as the case may be, made in compliance with subsection 71(7) of the Act as if the words "the first trade made to carry out the distribution" read "the first trade made after May 30, 1981 to carry out the distribution".

28th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF DOME ENERGY LIMITED
AND HUDSON'S BAY OIL AND GAS COMPANY LIMITED

UPON the application of Dome Energy Limited (the "Applicant") to the Ontario Securities Commission (the "Commission") pursuant to section 99(e) of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it appearing that:

1. The Applicant has, pursuant to an order of the Commission (the "Initial Order") dated September 16, 1981, been exempted from any requirements of section 91(1) of the Act applicable to the Applicant in respect of the common shares of Hudson's Bay Oil and Gas Company Limited ("HBOG") provided that the Applicant proposes to the board of directors of HBOG for submission to the shareholders of HBOG a plan of arrangement (the "Plan") pursuant to Part XIV of the Canada Business Corporations Act and provided that the Applicant satisfies certain other conditions set forth in the Initial Order; and

2. The Applicant has made continuous efforts to complete the implementation of the Plan within the time period specified in paragraph 2 of the Initial Order but due to lengthy negotiations with interested parties and other circumstances beyond the control of the Applicant, the Applicant has encountered delays in submitting the Plan to the shareholders of HBOG for their approval;

AND UPON having formed the opinion that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(e) of the Act that the Initial Order is hereby amended to provide that the date by which the Plan must be implemented is extended from November 30, 1981 to February 28, 1982, provided that the Initial Order is confirmed in all other respects and that the Applicant shall, except to the extent amended by this Order, comply with all terms and conditions of the Initial Order.

27th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF DOME CANADA LIMITED

UPON the application of Dome Canada Limited ("Dome Canada") to the Ontario Securities Commission (the "Commission") pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act"), received on October 8, 1981 and amended on October 29, 1981;

AND UPON IT APPEARING TO THE COMMISSION THAT.

1. A final receipt was issued on March 2, 1981 for a prospectus dated March 2, 1981 (the "Prospectus") offering for sale 46,000,000 common shares in the capital stock of Dome Canada at $10.00 per share;

2. The holders of record of the common shares of Dome Canada as of November 12, 1981 will be issued one warrant (a "Warrant") for every five common shares held entitling the holder to purchase one additional common share of Dome Canada at $12.50 per share on or before November 1, 1983;

3. Dome Canada became a reporting issuer on March 2, 1981;

4. The Warrants will be transferable;

5. The common shares of Dome Canada are listed and posted on the Alberta, Montreal, Vancouver and Toronto stock exchanges, and it is the intention of Dome Canada to make applications for listing the Warrants on such stock exchanges; and

6. 88,461,538 common shares of Dome Canada are currently issued and outstanding, approximately 48% of which are held by Dome Petroleum Limited;

AND UPON reading the application filed and the recommendations of Commission staff,

AND UPON being satisfied that to so rule would not be prejudicial to the public interest;

NOW THEREFORE IT IS RULED that the first trades, if any, that are made after the date hereof and prior to March 2, 1982, in the Warrants or in the common shares of Dome Canada issued pursuant to the exercise of the Warrants, are not subject to

section 52 of the Act, provided that in respect of any such first trade:

1. Such first trade is not a distribution as defined in subparagraph iii of paragraph 11 of subsection 1(1) of the Act;

2. No effort is made to prepare the market or create a demand for the Warrants or common shares, as the case may be, and no extraordinary commission or consideration is paid in respect of such trade;

3. If, at the time when the warrants or common shares, as the case may be, are acquired by the vendor, the aggregate of

(a) the number of common shares in Dome Canada beneficially owned by the vendor and all vendor-related parties,

(b) that number of common shares in Dome Canada that would be issued or transferred to the vendor and all vendor-related parties if all currently exercisable rights of purchase, conversion, or exchange were exercised,

exceeds 5 per cent of the total number of the outstanding common shares in Dome Canada, such Warrants or common shares, as the case may be, have been held by the vendor for at least 60 days following the date upon which the vendor filed with the Commission, Dome Canada and each stock exchange upon which there were then listed securities of any class or kind of Dome Canada, a notice disclosing,

(i) the fact of the issuance or transfer of the Warrants or common shares, as the case may be, and the particulars thereof, and

(ii) the date upon which the vendor then proposed to first make a trade in such Warrants or common shares or, if the vendor did not then propose to make such a trade, a statement to that effect; and

4. For the purposes of paragraph 3 of this Ruling, "vendor-related parties" means all

persons or companies with whom the vendor at the time that the Warrants or common shares, as the case may be, were acquired by such vendor intended to act in concert in making trades in securities of any class or kind of Dome Canada, other than any registrant engaged on the usual terms solely for the purpose of making such trades.

28th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF THE CANADIAN
MEDICAL ASSOCIATION INVESTMENT FUND

UPON the application received September 16, 1981 of MD Management Limited ("MD"), the Canadian Medical Association ("CMA") and The Royal Trust Company ("Royal") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that trades in units of the Canadian Medical Association Investment Fund ("CMAIF") are not subject to section 24 or 52 of the Act;

AND UPON the application being perfected on November 9, 1981.

AND UPON reading the application and the recommendations of the staff of the Commission;

AND UPON it appearing that:

1. CMA is a corporation incorporated by a special act of the Canadian Parliament as a non-profit organization, one of the purposes of which is to promote the interests of its members;

2. MD is an Ontario corporation which is a wholly-owned subsidiary of CMA;

3. The CMAIF was established in 1966 and consists of two mutual funds, a Common Stock Fund and a Short-Term Deposit Fund (the "Funds");

4. MD administers the Funds;

5. MD trades units of the Funds only to Royal as trustee of the registered retirement savings plans and registered home ownership savings plans of members of the CMA, their dependants, employees of the CMA and its affiliates and their dependants;

AND UPON the Commission being satisfied that so to rule would not be prejudicial to the public interest;

IT IS RULED pursuant to section 73 of the Act that trades of units in the Funds are not subject

to section 24 or 52 of the Act provided that:

1. No units of the Funds are sold to any person or company except Royal as trustee for the registered retirement savings plans and the registered home ownership plans of members of the CMA, their dependants, the employees of the CMA and its affiliates and their dependants;

2. The total annual fee payable to Royal and MD shall not exceed 1/2 of 1% of the net asset value of the Funds for all services rendered in connection with the Funds;

3. No other fees shall be paid with respect to the sale of units in the Funds, the administration and management of the Funds or the trusteeship of the plans mentioned in paragraph 1 of this ruling;

4. Any advisers to the Fund shall be registered in compliance with the Act and shall only be paid out of the fees mentioned in paragraph 2 of this ruling; and

5. Each person who subscribes for the beneficial ownership of units of the Funds is provided with a copy of this ruling together with a statement that this ruling deprives him of certain rights and remedies provided by the Act.

28th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF THE ROYAL BANK OF CANADA

UPON the application received in completed form on November 2, 1981 of The Royal Bank of Canada (the "Bank") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 87(2)(b) of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON it appearing to the Commission that

(a) on December 4, 1980 public notice was given by the Assistant Clerk of the Privy Council that pursuant to subsection 315(3) of the Banks and Banking Law Revision Act, 1980 S.C. 1980-81, chapter 40 (the "Bank Act") the Governor in Council proposed to make regulations prescribing the form of proxy, management proxy circular and dissident's proxy circular which proposed Form of Proxy Regulations were printed in the Canada Gazette, Part I, on December 20, 1980,

(b) on or about September 14, 1981, the Office of the Inspector General of Banks, Department of Finance, Canada (the "Inspector General") caused to be circulated to Canadian chartered banks and to the Bank in particular a revised draft, dated September 8, 1981, of the Form of Proxy Regulations together with a request that the Bank use that revised draft of the Form of Proxy Regulations in preparing the form of proxy and management proxy circular for use at the annual meeting of shareholders called to consider and approve the Bank's financial statements for the fiscal year ended October 31, 1981 and various other matters (the "Meeting");

(c) on or about October 28, 1981 the Inspector General caused to be circulated to the Canadian chartered banks and to the Bank in particular further revisions to the draft regulations referred to in paragraph (b) above, which regulations as revised on October 28, 1981 are hereinafter referred to as the "Revised Draft Regulations";

(d) the Bank is presently preparing the form of proxy and management proxy circular which it must mail to its shareholders prior to the Meeting;

(e) the Revised Draft Regulations are not yet in effect; and

(f) the requirements of the Revised Draft Regulations are substantially similiar to the requirements of Part XVIII of the Act and the regulations made thereunder;

AND UPON reading the application and recommendations of the staff of the Commission;

AND UPON the Commission being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

NOW THEREFORE IT IS ORDERED pursuant to section 87(2)(b) of the Act that the Bank be and it hereby is exempted from those requirements of Part XVIII of the Act and the regulations made thereunder that prescribe the form and contents of the form of proxy and information circular referred to therein as regards material relating to the Meeting provided that the Bank complies with the Revised Draft Regulations or any regulations substantially similiar thereto subsequently published or enacted pursuant to the Bank Act.

28th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF GULCH RESOURCES LTD.

UPON the application, received on April 22, 1981, of Gulch Resources Ltd. ("Gulch") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that the issue of 5,000 shares of Gulch to each of Myron Wolfe and David Levin (the "Investors") is not subject to section 24 or 52 of the Act;

AND UPON the application having been perfected on November 12, 1981;

AND UPON reading the application and the recommendations of the staff of the Commission;

AND UPON it appearing that:

1. Gulch is a corporation continued under the laws of Alberta,

2. Gulch is a reporting issuer;

3. The shares of Gulch are listed on the Alberta Stock Exchange;

4. Gulch issued on December 16, 1980, 625,000 shares of Gulch at $4.00 per share to persons or companies which had some relationship to Netumar Navigation Ltd. or the principals thereof, of whom the Investors were the only residents of Ontario; and

5. The Investors each subscribed for 5,000 shares of Gulch;

AND UPON the Commission being satisfied that so to rule would not be prejudicial to the public interest;

IT IS THEREFORE RULED pursuant to section 73 of the Act that the trade of 5,000 shares of Gulch by Gulch to each of the Investors is not subject to section 24 or 52 of the Act subject to the terms and conditions that:

1. Gulch shall file with the Commission a certificate of each of the Investors certifying that

   (a) he is an investor who by virtue of his net worth and investment experience or

by virtue of consultation with or advice from a person or company who is not a promoter of Gulch and who is a registered adviser or registered dealer is able to evaluate the prospective investment; and

(b) he is aware that the effect of this ruling is to deprive him of certain remedies granted to him by the provisions of the Act;

2. Gulch shall file within ten business days of the date hereof with the Commission a report on Form 20;

3. Neither Investor shall trade the shares acquired pursuant to this ruling without the prior written consent of the Commission unless,

(a) Gulch is not in default of any requirement of the Act or the regulation made thereunder,

(b) the trade is made after June 16, 1982,

(c) such Investor files a report on Form 21 within ten days of the trade; and

(d) no effort is made to prepare the market or to create a demand for the shares of Gulch and no extraordinary commission or consideration is paid in respect of such trade;

4. The certificates representing the shares of Gulch issued pursuant to this ruling shall be endorsed with a legend describing the provisions set out in paragraph 3 of this ruling;

5. Gulch shall provide a copy of this ruling to each of the Investors drawing their attention to the provisions set out in paragraph 3 of this ruling, and

6. Each of the Investors shall acknowledge in writing to the Commission the receipt of a copy of this ruling.

19th November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF MOTHER LODE FILMS LTD.
AND THE FEATURE LENGTH MOTION PICTURE
ENTITLED "MOTHER LODE"

UPON the application of Mother Lode Films Ltd. ("Mother Lode") to the Ontario Securities Commission (the "Commission"), received in completed form on November 19, 1981, for an order pursuant to sections 79(b)(iii) and 87(2)(b) of the Securities Act, R.S.O. 1980, c.466 (the "Act") in respect of a feature length motion picture film entitled "Mother Lode" (the "Film");

AND UPON it appearing to the Commission that.

A. Mother Lode was incorporated under the laws of the Province of Alberta for the purpose of producing the Film;

B. On or before December 31, 1981, Mother Lode shall have conveyed certain property in and rights to the Film to purchasers (the "Unitholders") of units of an undivided co-ownership interest (the "Units") in the Film, all described in a draft Unitholders' Agreement (the "Unitholders Agreement") annexed as Schedule "A" to the preliminary prospectus dated October 1, 1981, certified by Mother Lode, filed with the Commission and pertaining to the distribution of the Units;

C. It is appropriate in the circumstances that Mother Lode be responsible for compliance with the requirements of Parts XVII and XVIII of the Act in respect of the affairs of the co-ownership comprised of the Unitholders (the "Co-Ownership");

D. Mr. Peter R.E. Snell ("Snell") and Mr. John F.K. Donaldson ("Donaldson") are the principals of Mother Lode,

E. Mother Lode, Snell and Donaldson are aware of the importance of compliance with the requirements of this order applicable to Mother Lode;

AND UPON the Commission being of the opinion that to make this order would not be prejudicial to the public interest and being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to sections 79(b)(iii) and 87(2)(b) of the Act that Mother Lode be exempted from compliance with the requirements of Parts XVII and XVIII of the Act with respect to its own affairs, subject to the terms and conditions that:

1. Mother Lode, Snell and Donaldson shall have filed with the Commission a written undertaking, satisfactory in form and content to the Director, in the case of Mother Lode to comply with the requirements of Parts XVII and XVIII of the Act in respect of the affairs of the Co-Ownership as modified by paragraph 3 of this order, and in the case of Snell and Donaldson to cause Mother Lode to so comply;

2. Except as expressly provided herein, Mother Lode shall comply with or cause to be complied with the requirements of Parts XVII and XVIII of the Act in respect of the affairs of the Co-Ownership;

3. Notwithstanding paragraph 1 of this order, Mother Lode shall not be required to comply with or cause to be complied with the requirements of sections 76(1) and 78 of the Act to file with the Commission and send to Unitholders interim financial statements of the Co-Ownership, as of the date of this order, provided that:

   (a) by a vote of the Unitholders taken at each annual meeting of Unitholders a majority of votes cast shall approve this exemption and the results of such vote, in any case, shall be reported in writing to the Commission within three days of the taking thereof;

   (b) Mother Lode shall cause to be filed with the Commission and sent to all Unitholders:

      (i) semi-annual interim financial statements of the Co-Ownership prepared in accordance with section 76(1) of the Act, and

      (ii) interim financial statements of the Co-Ownership for any fiscal quarter

in which a material change occurs in the affairs of the Co-Ownership, prepared in accordance with section 76(1) of the Act, but such statements need not be comparative;

(c) this exemption shall terminate upon the occurrence of a material change in the affairs of the Co-Ownership unless the Commission is satisfied that the exemption should continue;

4. Mother Lode shall cause an audited Statement of Total Costs of Production for the Film and a copy of the certificate of the Secretary of State for Canada evidencing that the Film is a certified feature production to be filed with the Commission and sent to all Unitholders;

5. Mother Lode, on or before March 31 of each year, shall cause to be sent to each Unitholder sufficient information for inclusion in the income tax return of such Unitholder the proper income and deductions attributable to the investment of such Unitholder in the Film including in every such year an explanation of the relevance of the information for income tax purposes;

6. The financial statements of the Co-Ownership required to be filed with the Commission and sent to all Unitholders pursuant to this order shall be approved by the board of directors of Mother Lode and the approval shall be evidenced by the manual or facsimile signatures of two of the directors of Mother Lode duly authorized to signify the approval;

7. For the purposes of compliance by Mother Lode with the terms of this order, a reference in Parts XVII and XVIII of the Act or the regulations to the Act pertaining thereto to an officer, director or management of the reporting issuer shall be deemed to be a reference to an officer, director or management of Mother Lode, as the context may require;

8. For the purposes of sections 75 and 131 of the Act, those persons or companies in a special

relationship with Mother Lode shall be deemed to be persons or companies in a special relationship with the Co-Ownership, and

9. The exemption from the requirements of Parts XVII and XVIII of the Act granted to Mother Lode with respect to its own affairs by this order shall terminate forthwith if Mother Lode shall become a reporting issuer within the meaning of section 1(1)(38) of the Act in connection with an issue of its own securities.

23rd November, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF BACHE HALSEY STUART CANADA LTD.

WHEREAS Bache Halsey Stuart Canada Ltd. ("Bache Canada") is a wholly owned subsidiary of Bache Group Inc. ("Bache Group"), a company incorporated under the laws of the State of Delaware in the United States of America;

AND WHEREAS Bache Canada is a non-resident controlled registrant within the meaning of paragraph 84(1)23 of Regulation 910, R.R.O. 1980;

AND WHEREAS Bache Canada has undergone a material change in ownership within the meaning of paragraph 84(1)17 of Regulation 910, R.R.O. 1980, in that, effective 12 June 1981, Bache Group became a wholly-owned subsidiary of The Prudential Insurance Company of America ("Prudential"), a mutual life insurance company organized under the laws of the State of New Jersey in the United States of America;

AND WHEREAS Bache Canada made application under the predecessor of subsection 134(3) of Regulation 910, R.R.O. 1980, for the permission of the Ontario Securities Commission (the "Commission") to such material change in its ownership;

AND WHEREAS the Commission heard counsel for Bache Canada, counsel for the Toronto Stock Exchange, counsel for the Investment Dealers Association of Canada and counsel for the Commission;

AND WHEREAS the Commission is satisfied that Bache Canada provides a material service to Ontario investors not substantially available through other registrants and that the continuation of the material service is dependent upon continued non-resident control;

AND WHEREAS the Commission is satisfied that to do so would not otherwise be prejudicial to the public interest;

IT IS ORDERED pursuant to subsection 134(3) of Regulation 910, R.R.O. 1980, that the material change in ownership of Bache Canada resulting from Bache Group becoming a wholly-owned subsidiary of Prudential be and the same is hereby permitted subject to the following conditions:

1. Through the terms of a "sterilization agreement", as that term is generally described at pages 14 and 15 of the Commission's reasons for decision dated December 3, 1981 issued in this matter, entered into among Prudential, Bache Group, and Bache Canada, the Director of the Commission (the "Director") is satisfied on a continuing basis that Prudential is not exerting any influence over the management of Bache Canada, based upon terms similar to those in the "sterilization agreement" filed which agreement shall not be amended except with the approval of the Diretor.

2. The registration of Bache Canada will only continue so long as Bache Canada continues to provide a material service to Ontario investors.

4th Decmeber, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF BACHE HALSEY STUART CANADA LTD.

AND

IN THE MATTER TO THE TORONTO STOCK EXCHANGE

WHEREAS Bache Halsey Stuart Canada Ltd, ("Bache Canada") applied to The Toronto Stock Exchange (the "Exchange") by way of a letter dated 17 July 1981 for the written approval of the Exchange of the material change in ownership of and control of the sole shareholder of Bache Canada, Bache Group Inc. ("Bache Group");

AND WHEREAS the application of Bache Canada was refused by the Exchange by way of a letter dated 5 August 1981;

AND WHEREAS Bache Canada appealed this first decision by way of an appeal hearing before the Board of Governors of the Exchange on 4 September 1981;

AND WHEREAS the Board of Governors of the Exchange denied the appeal of Bache Canada and refused to approve the material change in ownership and control of Bache Group and issued written reasons for the decision dated 10 September 1981;

AND WHEREAS Bache Canada applied to the Ontario Securities Commission (the "Commission") pursuant to subsection 22(3) of the Securities Act (the "Act") for a hearing and review of the decision of the Board of Governors of the Exchange denying the appeal of Bache Canada and refusing to approve the material change in ownership and control of Bache Group;

AND WHEREAS the Commission heard counsel for Bache Canada, counsel for the Exchange, counsel for the Investment Dealers Association of Canada and counsel for the Commission;

AND WHEREAS the Commission had concluded that the Board of Governors of the Exchange did not proceed on an incorrect principle or err in law;

IT IS ORDERED that the Commission confirms the decision of the Board of Governors of the Exchange under the review.

3rd December, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF THE SECURITIES ACT

- AND -

IN THE MATTER OF BACHE HALSEY STUART CANADA LTD.

- AND -

IN THE MATTER OF THE TORONTO STOCK EXCHANGE

Hearing: September 15th and 16th,
October 5th and 6th, 1981.

Present: Henry J. Knowles, Q.C., Chairman
Harry S. Bray, Q.C., Vice-Chairman
R.T. Morgan, Commissioner
W.A. Simonton, F.C.A., Commissioner
E.S. Miles, Commissioner
Geddes M. Webster, Commissioner

Purdy Crawford, Q.C. Peter J. Dey F.R. Allen, and Bruce Bailey	) Counsel to Bache) Halsey Stuart) Canada Ltd.) ("Bache Canada")
Bridgit Geisler	) Counsel to The) Toronto Stock) Exchange) ("T.S.E.")
John F.T. Warren	) Counsel to the) Investment) Dealers' Associa-) tion of Canada) ("I.D.A.")
Keith E. Boast	) Staff Counsel

Background to the Proceedings

Bache Canada is the wholly-owned subsidiary of Bache Group Inc. ("Bache Group"). It holds

registration as a broker, by virtue of its membership in the T.S.E., and as an investment dealer by virtue of its membership in the I.D.A. Both the T.S.E. and the I.D.A. are recognized as self-regulatory bodies in Part VIII of the Securities Act, R.S.O. 1980, c.466 (the "Act").

The predecessor to Bache Canada was Bache & Co Inc., a non-resident controlled registrant whose head office was in the United States of America ("U.S.A."). This firm held the memberships in the T.S.E. and the I.D.A. With the coming into force of the non-resident ownership regulations in July 1971 (O. Regs. 296/71 and 337/71) the firm's registration was continued under the "grandfather" provisions on condition that its Ontario business should be transferred to a Canadian corporation which would then become the Ontario registrant. Bache Canada was incorporated and is now that registrant.

Effective June 12, 1981 Bache Group became a wholly-owned subsidiary of The Prudential Insurance Company of America ("Prudential"). This was the result of a tender offer dated March 23, 1981 made by Pru Holdings Inc., an indirect wholly-owned subsidiary of Prudential, which was then followed by a merger of Bache Group into a wholly-owned subsidiary of Prudential on June 12th. Prudential is a mutual life insurance company, having no share capital or shareholders, organized under the laws of the state of New Jersey, U.S.A.

Bache Canada was and continues to be a "non-resident controlled registrant" as that term is defined in clause 82(1)23 of the Regulation made under the Act (the "regulations"). Sections 131 to 135, inclusive, of those regulations define the restrictions imposed upon non-resident controlled registrants and the conditions under which they may continue to hold registration under the Act.

Subsection 133(1) of the regulations provides that the renewal of registration of a non-resident controlled registrant is conditional upon,

> "(a) there being no material change in ownership without the consent or permission of the Commission under subsection (2) and (3);
>
> (b) subject to clause (c) where the

non-resident controlled registrant is a non-resident controlled dealer, its capital not exceeding its permissible capital, and

(c) where the parent of a non-resident controlled registrant has paid a dividend to its shareholders in its last financial year, the non-resident controlled registrant paying to its shareholders within twelve months of the date on which the dividend of the parent company was paid the same percentage of its retained earnings, if any, that the dividends paid by its parent company were of the parent company's retained earnings;

(ca) where the non-resident controlled registrant is a non-resident controlled dealer who is also a registrant under The Commodity Futures Act, 1978 and who has elected to designate a date under subparagraph (i) of paragraph 26a of section 83, its securities related capital not exceeding its permissible capital;"

Bache Canada's anniversary date for the renewal of its registration was July 14th, 1981. A "material change" in its ownership took place without the consent or permission of the Commission. Subsection 133(3) permits an application to the Commission in the following terms,

"(3) Upon the application of a non-resident controlled registrant the Commission, where it is satisfied that,

(a) the non-resident controlled registrant provides a material or unique service to Ontario investors not substantially available to those investors through other registrants; and

(b) either

(i) the non-resident and his associates or affiliates have made reasonable efforts without success to obtain resident Canadian

purchasers for the voting securities over which they exercise control or direction of the non-resident controlled registrant and that under the control or direction of the proposed non-resident, the non-resident controlled registrant would continue to provide the material or unique service to Ontario investors, or

(ii) the continuation of the material or unique service to Ontario investors is dependent upon continued non-resident control or direction,

and that to do so would not otherwise be prejudicial to the public interest, may permit a material change in non-resident ownership, control or direction of the non-resident controlled registrant subject to such terms and conditions as the Commission may impose."

The T.S.E. by-laws also prohibit a material change of this kind without the prior approval of its Board of Governors ("Governors"). As at June 12, 1981 no such application had been made. It is quite apparent that Prudential pressed home its take-over bid and merger without any real concern as to the impact upon the ability of Bache Canada to continue to hold registration under the Act or to retain its membership in the T.S.E.

The issues to be resolved were not easy ones. An application was made to the Commission by Bache Canada, in effect for breathing time, in order to permit Bache Canada a reasonable opportunity to make the necessary applications to the Commission and the T.S.E. By order dated June 12, 1981 ((1981) OSCB, Vol. 2, 125B) the Commision permitted Bache Canada's registration under the Act to be renewed and continue after July 14th, notwithstanding the provisions of subsection 133(1) on the following conditions,

1. that an application be made by Bache Canada to the Commission under subsection 133(3) of the regulations on or before July 10, 1981 for an

order permitting Bache Canada to continue to hold registration as a non-resident controlled registrant notwithstanding the material change in its ownership, and

2. (a) if the Commission refused such permission registration of Bache Canada would terminate 120 days after the date that the Commission's refusal was communicated to Bache Canada; or

(b) if the Commision permitted the material change in ownership, effectively approving Prudential as the new owner, registration of Bache Canada would continue subject to its renewal in compliance with subsection 133(1) on July 14, 1982.

The reason for granting an additional 120 days, in the event of refusal, was, as in the case of Dean Witter Reynolds (Canada) Inc., to permit Bache Canada to make representations to the Ontario Government for an amendment to the non-resident ownership regulations on terms and conditions which would permit it to retain registration in Ontario.

Nature of the Proceedings

In compliance with the June 12th order, on July 10th an application was filed on behalf of Bache Canada under subsection 133(3) of the regulations requesting an order to permit the registration of Bache Canada to continue notwithstanding the material change in the non-resident ownership of Bache Canada.

By letter dated July 17, 1981 an application was made to the T.S.E. for approval under subsection 5.22(3) of its By-laws to the material change in the ownership of the continuing investor, Bache Group, in Bache Canada, that is the approval of a life insurance company as the indirect controlling shareholder of Bache Canada. The T.S.E. Governors considered this application at a hearing held on September 4, 1981 and for reasons given on September 10, 1981 refused to approve the change. Bache Canada applied under subsection 22(3) of the Act to the Commission for a hearing and review of the T.S.E. decision. The appeal from the Governors' decision by way of hearing and review was held under section 8 of the Act.

It was agreed by all parties that the evidence adduced should apply, as relevant, to both the

application and the appeal. Although for convenience the two proceedings were heard in tandem it is important at the outset to note the difference in their character. Through the application the Commission is being asked to consider a question involving non-resident ownership and to exercise the discretion clearly vested in it through the regulations. In the second case, where the Governors' decision was based on institutional ownership of a member firm with the discretion to approve or refuse to approve being vested in the Governors pursuant to a by-law properly passed and approved by the Commisison under the predecssor to subsection 22(2) of the Act, the Commission is acting as an appelate tribunal.

Summary of Conclusions

For the reasons detailed below the majority of Commission has concluded,

1. that Bache Canada does provide a material service to Ontario investors not substantially available to those investors through other registrants, that the continuation of the material service is dependent upon continued non-resident control of the Bache Group and if the Director is satisfied that the agreement proposed, when executed and delivered by Prudential, Bache Group and Bache Canada, is legally binding and enforceable and will eliminate the direct or indirect influence of Prudential on the Canadian officers and directors proposed for Bache Canada, the registration of Bache Canada as a non-resident controlled dealer may be permitted to continue subject to,

   (i) compliance with subsection 133(1) of the regulation, in particular, should there be a further material change in control, and

   (ii) such agreement remaining in force and effect, unamended unless such amendment is approved by the Director.

(The Chairman finds that the service offered by Bache Canada is both "material" and "unique.")

As to the appeal, the Commission did not find that the Governors made any error in law or misdirected themselves in reaching their conclusions with the result that the appeal is dismissed.

Non-resident Ownership - The "Public Interest"

In April 1972 the report of the Commission's Securities Industry Ownership Committee (the "Report") was published. The regulations as they now stand reflect the recommendations in the Report. The "material or unique service" exception, now found as subsection 133(3) of the regulations was added through subsection 6d(3) of O. Reg. 600/74 following a recommendation made by the Commission based upon its conclusions set out in its reasons in Re: Dupont Glore Forgan Canada Limited (1974) O.S.C.B. 133. This test, in its present terms, was applied in Re: Baker Weeks of Canada Ltd. (1976) O.S.C.B. 284.

The public interest, in the present case, so far as non-resident ownership restrictions are concerned was declared by the Honourable William G. Davis, Q.C., Premier of Ontario, in a statement which he made to the Legislative Assembly on July 13, 1971, quoted in the Report at pages (iv) and (v). Since it is key to the considerations in this application the full statement should be considered. It reads as follows,

> "As you are well aware, the subject of foreign ownership of the Canadian economy has occupied a considerable proportion of debate in this House during the current session. Discussion of this complex subject has been very wide, indeed, in recent months, including the examination of the subject at the Ontario Conference on Economic and Cultural Nationalism.
>
> A good deal of the discussion has been associated with the development of our natural resources and the creation of secondary industry, as well as such specific areas as the publishing and book distribution industries.
>
> In the view of the Government, one very large and critical area to the firm establishment of Canadian determination is the investment community.
>
> This Government shares the concern of the Federal Government about foreign ownership of essential Canadian financial institutions. The nature and extent of foreign investment in the Canadian

investment community and its implications were examined with some care by the indsutry's own committee headed by Trevor F. Moore. In parallel areas of concern, in particular Loan and Trust Companies, we enacted legislation restricting foreign ownership.

The Canadian investment community, which has assumed the responsibility for the direction of vast sums of capital in this country, is no less important. The investment community must be responsible and responsive to the particular needs of Canada. Its owners must be amenable to these needs and aspirations.

We believe it to be essential that ownership of investment companies remain substantially Canadian.

Therefore we are now taking steps through the Ontario Securities Commission to ensure that all new entrants into the Ontario investment community meet these standards, with the capital owned or controlled by non-Canadians not exceeding 25 per cent, and no more than 10 per cent being owned or controlled by a single person or associated group of persons who are non-Canadians. These limitatins would apply to all classes of securities dealers. They would also apply where there is a material change in the control of an existing registrant.

The Government has requested the Ontario Securities Commission to examine this problem further, concentrating on several matters dealt with in the Moore Report, including the question of public participation in investment companies and the continuing status of existing registrants which are foreign controlled.

Mr. Speaker, this policy of using a 25-10 formula for non-Canadian ownership is consistent with that now in effect in the Loan and Trust field and which we used in connection with the distributors of paperback books. It is a sound yardstick

> for use in most areas involving foreign ownership, enabling the encouragement of foreign investment and funds while protecting our own Canadian interests."

The concerns about non-resident domination arose when the then largest brokerage house in the U.S.A. acquired control of an old, well-established Canadian investment dealer in May, 1969. The Canadian self-regulatory bodies across Canada commissioned a study chaired by Trevor H. Moore which reported out in May 1970 (the "Moore Report"). A Joint Industry Committee was then formed by the self-regulatory organizations to study the Moore Report. They in turn reported out in July of 1971 ("Joint Industry Report"). The Joint Industry Report recommended a formula through which existing non-resident ownership would be reduced by a compulsory rollback to 25 per cent non-resident ownership by 1986. The Commission's report recommended against such a rollback, following what is styled the "compromise position" in the Report. This recommended "grandfathering" existing firms, permitting them to continue as registrants, but militating against industry domination by restricting the capital the grandfathered dealers would be permitted to utilize and the sources from which they could get additional capital. Canadianization of the existing non-resident controlled dealers was to be encouraged by permitting additional Canadian capital from acceptable sources without the restriction and prohibiting sale of control to another non-resident. The Premier's statement singled out the securities industry as a "key sector" requiring special concern. The Report expressed doubts, in policy terms, as to the role of non-resident owned dealers in the Canadian capital markets. Paragraph 6.03 of the Report states as follows,

> "The paramount concern which underlies this study is that the Canadian securities industry in general, and the Ontario securities firms in particular, should not become dominated by non-resident owned firms which may not be sympathetic to the needs of the Canadian economy. Our starting point is the spring of 1969, immediately prior to the sale of control of Royal Securites Limited to a non-resident. This take-over crystallized a concern which resulted in the immediate formation of the Moore Committee. A moratorium was declared on accepting new

> non-resident owned members by the self-regulatory bodies which sponsored the Moore Study. Their existing regulations did not contemplate their members raising capital from the general public. This latter understanding was breached when two of their United States members raised capital from the public in that country. So far as Ontario is concerned the moratorium on non-resident ownership was reinforced by the regulation which the Ontario Government passed, albeit on an interim basis, pending the completion of this study. The object of the Ontario regulation was to provide a legal bulwark to prevent and control further inroads by non-residents. The Canadian securities industry could then focus on the larger problem, that of providing the capital required to obviate the general demand for foreign funds to finance the growth of our secondary industries and the development of our primary resources. It is the object of this phase of the Study to provide an interim solution in a provincial context. The long term solution must rest at the federal level through the use of Canada's fiscal and monetary systems and its determination of a national economic policy."

Quebec also commissioned a study which arrived at different conclusions from the (Ontario) Report (the "Bouchard Report"). The Report made the following observations in paragraph 6.15,

> "We are of the view that the Bouchard Interim Report misdirects itself when it concludes that foreign firms who advance capital to establish their subsidiaries in business in Quebec will contribute to the Quebec economy. Past practice suggests the opposite. Permitting foreign branch offices, in effect, merely diverts business originating in Canada from Canadian firms, which in turn reduces their ability to compete. Our objective is, in the recommendations being made in this chapter, to be as fair as is possible to existing non-resident controlled firms. We must be zealous to ensure that there is vital and innovative competition in the securities

> industry. To this end we do not believe it to be in the public interest to provide Ontario firms with protection from the innovative and efficient practices suggested for the existing foreign controlled firms. We are concerned, however, that the market place should not be dominated by foreign controlled firms. We wish to encourage and strengthen Canadian firms by permitting them to seek outside capital. In being fair to the existing non-resident firms, we wish to permit them to grow on a rational basis while at the same time guarding against their obtaining a position of undue dominance."

Having said this the Report went on to recommend against any compulsory rollback of non-resident ownership.

The Report did not dwell on what would happen if there was a material change in ownership of an existing grandfathered firm. Its recommendation, simply stated in paragraph 6.17(6) was,

> "Where a non-resident controlled firm is demonstrated to be in violation of any of the conditions of its registration, and in particular those involving a material change in ownership or capital growth, The Securities Act should be amended to permit the Commission to declare the firm to be in violation of the condition of registration, in which case the Commission may, in lieu of cancelling or suspending the registration, have the right to apply to the Court to place the registration in trusteeship pending sale of sufficient of the capital to Canadian residents to bring it within the 25%/10% rules or until the capital position is rectified."

This reflects the public interest which must be considered in the subsection 133(3) application. It was suggested in the written argument and oral presentation made on behalf of Bache Canada that if we were to conclude that it is not prejudicial to the public interest that Bache Canada be permitted to continue in Ontario (as in fact we have done), "it is in the public interest that Bache Canada's membership on The Toronto Stock Exchange be continued" (Exhibit

16R, page 35). For the reasons set out below we cannot extrapolate our permissive conclusions under subsection 133(3) to a mandatory conclusion in the appeal. Our role and the scope of our discretion is different in the latter matter.

The Subsection 133(3) Application

The first task undertaken by the applicant was to demonstrate that Bache Canada provide a "material or unique" service to Ontario investors not substantially available through other registrants. While much play was made on the word "unique" through the mouths of witnesses and counsel the majority view was that it is difficult to find the quality of uniqueness in any security dealer no matter what the range of its services. Bache Canada through the Bache Group's network of services outside of Canada offer a material range of securities related services. Bache Canada also holds registration in Ontario as a futures commission merchant and provides for its commodity futures clients a material service in this area. However, its commodity futures registration in unaffected by the material change in control.

The Chairman bases his conclusion on his finding the service is also "unique" believing that the Commission has an obligation to find some rational use for the meaning of the word "unique."

We were not persuaded by the evidence and argument adduced by the T.S.E. that the range of services available through Bache Canada would be substantially available to Bache Canada's clients through other registrants. There are no doubt a number of firms which provide some or all of these services, some of whom provide extensive service in many of the areas. But these are few. Accordingly, we concluded that the collective services available through Bache Canada via Bache Group is not substantially available to its Ontario clients through other registrants. The final factual question is whether the continuation of these services is dependent on the continued control of Bache Canada by Bache Group. On the evidence we find that it is. It appears unlikely that the services would be so readily available if Bache Canada were not a full member of the Bache international family.

The public interest question is more vexing. The Commission is of the view that it may not be in the public interest to stand by and permit the

institutionalization of the Canadian capital market along the pattern generally in place in Europe where the banks are the brokers and investment dealers. This may not be conducive to public participation in the market place, and may reduce the liquidity of the stock exchange markets and inhibit the formation of capital pools from private as well as institutional investors.

This concern is not new. T.S.E.'s By-law 5.03(c)(i) prohibits a bank or loan and trust company from holding shares of a member excepting as security. The March 1981 Report of the Joint Industry Committee on Public Ownership in the Canadian Securities Industry ("Public Ownership Report"), at page 22, dealt with these concerns in the following language,

> "We have considered whether there should be a special treatment of another category. There is a close inter-action between securities firms and other financial institutions such as banks, life insurance companies and trust companies. One of the principle benefits of securities firms to the economy is that they provide an alternative source of both capital and investment opportunities. We believe that the 10 per cent restraint which we have proposed is consistent with the exercise of effective and ultimate control by management. Accordingly, we have concluded that no special provision should be made to limit the extent of financial institution investment in securities firms (beyond the 10 per cent maximum). However, we feel that the officers of these financial institutions should not be approved as directors of securities firms."

At page 20 of the Public Ownership Report the Committee concluded that no outside investor should be permitted to own more than 10 per cent of any firm's voting or participating securities whether the firm is public or private. One member of the Public Ownership Committee believed the limit in the hands of one holder should be 5 per cent with his concerns being expressed in a footnote to page 21 of the Public Ownership Report as follows,

> "The concerns would be further increased if the 10 per cent investment were held by a bank, trust company or other financial

institution. Preservation of the distinctions among the various types of institutions and intermediaries is essential for adequate investor choice and the efficient operation of the capital markets. A proliferation of 10 per cent investments by financial institutions would have a serious adverse impact.

It should also be noted that those responsible for the revisions to the Bank Act (Canada) recognized the dangers of institutionalization and legislated restrictions on the participation of chartered banks in the capital markets as securities dealers, underwriters and advisor-portfolio managers. The regulatory authorities in the U.S.A. appear less concerned about the potential for institutionalization of the U.S.A. capital markets. In Canada, where the securities dealer community in total ranges somewhere between the two and three hundred mark, with there being something less than 150 securities dealers registered in Ontario in all categories with about 80 of these being members of The T.S.E., as opposed to several thousand dealers registered in the U.S.A. it will be perceived that the Canadian dealer community is much more susceptible to institutionalization. (The U.S.A. Securities and Exchange Commission Annual Report for 1980 at page 100 notes 6,751 broker-dealer registrations.)

In an effort to assuage our concerns and those of the T.S.E., Prudential, Bache Group and Bache Canada entered into what was described as the "sterilization agreement" with the representation that if it did not go far enough it would be revised. Under this agreement Prudential agreed,

1. not to do any business directly or indirectly with Bache Canada;

2. to cause the shares of Bache Canada to be voted to elect only Canadian citizens and residents to the Board of Directors of Bache Canada, two of whom might be non-industry persons acceptable to the appropriate regulatory authorities;

3. to cause Bache Canada to offer for sale to its employees 20 per cent of its equity through the issuance of authorized but unissued share (which, incidentally, would

increase its permissible capital by an equivalent amount);

4. invest the direction of Bache Canada in the Bache Canada management; and

5. that any revisions or changes to the sterilization agreement would only be effective with prior approval of the Ontario Securities Commission after application by Bache Canada.

Notwithstanding the institutional ownership question, in the context of permitting one of the very few non-resident controlled dealers to continue to provide its material service to Ontario investors, we are prepared to permit Bache Canada's registration to continue on condition,

(a) that through the terms of the sterilization agreement entered into among Prudential, Bache Group, and Bache Canada the Director is satisifed on a continuing basis that Prudential is not exerting any influence over the management of Bache Canada, based upon terms similar to those in the sterilization agreement filed; and

(b) that the registration will only continue so long as Bache Canada continues to provide this material service to Ontario investors.

In reaching this conclusion we narrowly focus on the facts in this particular case peculiar to this grandfathered firm in finding that the continued registration is not contrary to the public interest. However, Commissioner Morgan does not agree with this conclusion believing the public interest is found in the T.S.E. position on institutional ownership. A sterilization agreement does not meet his concerns. He recommends a temporary extension pending a further review of the principles recommended by the Commission in its December 1979 Report on foreign ownership. ((1979) OSCB, page 420).

The Toronto Stock Exchange: A Self-Regulatory Organization

The Commission is mindful of the important role that self-regulatory organizations such as the T.S.E. and I.D.A. must play in Canada. While there may be

some regional differences and disparaties, stock exchanges in North America have been the foundation upon which our capital market system is based. They provide the investor with the facilities through which to purchase and sell previously issued securities. The willingness of the investor to furnish new capital in substantial measure depends upon the fairness, integrity and efficiency with which the secondary markets operate and the investors' confidence in them. Self-regulatory organizations, including stock exchanges, must be vigilant to provide a market place which is efficient, is perceived as fair to all participants, large and small, assures an equality of access to material and timely information, and moves quickly to see that investors are not disadvantaged by the actions of promoters, insiders or their members.

The T.S.E. through the public act of the Legislature of Onario which created it and its recognition by the Commission as a stock exchange under the predecessor to subsection 22(1) of the Act, has been given a monopolistic privilege of determining those securities dealers it will admit to membership and continue as members. It is an organization of and existing for its members.

During the early 1960's public perception of the T.S.E. was at a low ebb. The majority of its members concluded that they must act in the public interest, collective self-interest, and against individual self-interest if these privileges were to continue. The T.S.E. brought in an outside president, gave him the power to hire additional professional and independent staff, and commenced to develop stringent by-laws and policies to carry out these purposes. The Ontario Government determined that there should be independent oversight of the T.S.E. and enacted, through section 139 of The Securities Act, 1966, what is now found as subsections (1) and (2) of section 22 of the Act, which for the first time gave the independent Commission oversight over the T.S.E. Subsequently, subsection 22(3) was enacted which provided for an appeal from any decision of the T.S.E. to the Commission in identical terms to the present provisions.

In the Fall of 1966 the T.S.E. appointed the late J.R. Kimber, Q.C., as its president. Mr. Kimber had been responsible as Chairman of the Committee for the study which led to the passage of The Securities Act, 1966 and as the senior public servant responsible to

the Government during its enactment. This new Act came into force on May 1st, 1967, and immediately following the Commission convened a hearing to consider proposed amendments to the T.S.E. commission rate schedules. ((1967) O.S.C.B., Vol. 1, June, at page 15.). Through The Toronto Stock Exchange Act, 1968-69 (the "T.S.E. Act") the old corporation was replaced in its present form.

The T.S.E. Act through subsection 4(3) and section 12 directly recognized the interrelationship between the Commission and the T.S.E. Subsection 4(3) provides,

> "The corporation shall operate the Exchange in a manner that does not contravene the requirements of The Securities Act, 1966 and the regulations, directions, orders, determinations or rulings made thereunder, and the Corporation may impose any additional or higher requirement within its jurisdiction." (Emphasis added.)

Section 12 states,

> "Nothing in this Act shall be construed to derogate from the powers of the Ontario Securities Commission under The Securities Act, 1966 or any other Act."

Section 10 of the T.S.E. Act gives its Governors powers to make by-laws to carry out the T.S.E. self-regulatory role,

> "including the imposition of penalties and forfeitures for the breach of any such by-law, rule, regulation, direction or order."

The T.S.E. Act for the first time through clause 6(1)(b) and section 7 provided for the election of two public governors. Through the support of its staff in the years that followed and the power of independent action given to that staff the T.S.E. has striven to enforce its rules for the benefit of its members, clients, the issuers whose securities it listed, and the investing public generally even though such action was not infrequently to the substantial disadvantage of an individual member or members. In its compliance, investigation and enforcement actions the T.S.E. staff has had the support of the Governors. This policy

remains unchanged to the present day. Without it self-regulation would not work effectively.

The regulatory oversight of the Commission is necessary because in its terms the T.S.E. is monopolistic representing the interests of its members: its staff must be mindful of whose employees they are. With the best of good faith in some cases, it is difficult for such a body to recognize the boundaries between public interest and self-interest. Indeed, upon occasion such interests are in conflict one with the other.

Appeal from the T.S.E. Governors Decision

The role of the Commission in conducting a hearing and review of the T.S.E. Governors' decision of September 10, 1981 differs from its function as an administrative tribunal exercising its legislative discretion. The Divisional Court of the Supreme Court of Ontario, on appeal, in Re: Lafferty, Harwood Limited and The Toronto Stock Exchange [1975] 8 O. R. (2d) 4 affirmed the position taken by the Commission in determining the appeal from the T.S.E. decision in which the Commission had stated, (1974) O.S.C.B. 125 at 126,

> "We do not consider it proper exercise of our jurisdiction (under section 140(3) and under section 28(2) to which section 140(3) directs us) [now sections 22(3) and 8(3)] to substitute our judgment for that of the Exchange merely because we may disagree with the decision they have come to or because we have given a different decision. If the Exchange has proceeded on some incorrect principle or has erred in law or has overlooked some material evidence or some new and compelling evidence which was presented to us that was not presented to the Exchange, then we would deem it proper to interfere with the decision of the Exchange. In the absence of such factors, we do not believe it to be a proper exercise of our jurisdction to so interfere."

(See also Re: The T.S.E. and Federal Commerce of Navigation Ltd. et al (1981) OSCB 20C).

The T.S.E.'s By-law 5.22(3) prohibits a material change in the indirect ownership of Bache Canada

without the prior written approval of the T.S.E. In refusing to grant that approval the Governors concluded their written reasons as follows,

> "In this application the Board is particularly concerned by the fact that the purchaser of the continuing investor, is primarily engaged in the life and aircraft insurance business. In addition to the threat of outside influence posed by non-industry holdings in securities firms above 10%, the Public Ownership Report viewed investment by banks, trust companies, life insurance companies and other financial institutions as a very serious source of concern. In this connection the Report states:
>
> > '...with the object of maintaining the maximum number of participants in the capital market and resisting the trend towards further concentration and institutionalization in the financial business, the Committee recommends that investment firms should not be permitted to become active as principals, directly or indirectly, in the banking, loan, trust or life insurance industries ....
> >
> > Preservation of the distinctions among the various types of institutions and intermediaries is essential for adequate investor choice and the efficient operation of the capital markets'.
>
> This recommendation and its underlying policy rationale are embodied in Part VII of By-law 244 *, which prohibits direct or indirect participation in excess of 10% of the voting shares of a securities firm by financial institutions, including life insurance companies. The Board is concerned that the integrity of this policy could be subject to far ranging abuse if an exception were granted in this case to permit The Prudential to own beneficially 80% of Bache Canada.

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* Commission Note: this By-law has not yet been approved by the Commission.

> This issue weighs heavily against the approval of this application. For this reason, and for the reasons set out above this Board does not approve the application, and does not consent to the transfer of the shares in Bache Group to The Prudential."

All of the by-laws of the T.S.E. in force have been reviewed by the Commission and either approved or not objected to by the Commission. The Public Ownership Report was published prior to the Prudential take-over of Bache Group. We have discussed this under the "Public Interest" heading on page 2. The industry's concern that an institutional investor, such as an insurance company, bank, or loan and trust company, may have a profound effect on Canadian securities markets is a proper concern. Notwithstanding the fact that Bache Canada, under the leadership of its present management, has the respect and even the admiration of its peers and clients, that its parent company is a major factor in the North American and international market places, that it provides a first class service particularly to those wishing to trade in the U.S.A. and Japanese securities markets and that it employs numbers of Canadians, regretable though it might be in this particular case in the end result Bache Canada may be denied access to the trading facilities of The T.S.E. Nonetheless we cannot find that the Governors proceeded on an incorrect principle or erred in law. Indeed their policy concern, as to institutional ownership is one that the Commission is presently reviewing. We, therefore, do not propose interfering with their decision and would dismiss the appeal.

Commentary

In closing it should be noted that Bache Canada may continue to hold registration as a securities dealer if it wishes. Through such registration it can provide the material services of Bache Group available outside of Canada. It is, after all, these services that were held out to be material and with a uniqueness which the customers value. The only loss to the institutional customers will be in their ability to allocate "soft dollar" commissions to pay for these services. Lacking access to the T.S.E. their commission orders must be for trades in other markets.

Early in 1978 the then Minister of Consumer and Commercial Relations requested the Commission to advise

him what changes should be made in the Act, regulations or policy statements of the Commission in order adequately to recognize the position of non-resident (owned) firms on a basis consistent with the general policy set out in the existing non-resident ownership regulations. (1978 O.S.C.B. 17). The Commission reported its findings to the Minister in December 1979 after extensive review and discussion with all interested parties (1979 O.S.C.B. 420). This report had the concurrence of the I.D.A. and T.S.E. as to its principle recommendations. Through it the Commission proposed a special class of registration which would permit non-resident owned dealers to open offices in Ontario for the purpose of permitting such dealers to offer their services to Ontario investors with reference to foreign securities. They would not be permitted to trade in Canadian securities.

The time may have come to reconsider the principles enunciated in the 1979 Report in the light of present circumstances as there is apparently great interest in the U.S.A. market amongst Ontario investors.

Similarly, the appeal highlights the need to resolve questions of institutional ownership and divesification.

3rd December, 1981.

"Henry J. Knowles" "Harry S. Bray"
"W.A. Simonton" "G.M. Webster"
"R.T. Morgan" "E.S. Miles"

NOTE:

Since the Hearing, the Revised Regulations of Ontario, 1980 have come into effect. References to section 83 of the regulations would now be to section 84 of Regulation 910 of the Revised Regulations of Ontario, 1980 and those to section 133 would now be to section 134.

The Orders in this matter appear at pages 326B to 328B of this Weekly Bulletin.

CEASE TRADING ORDERS

BOREALIS EXPLORATION LIMITED
CAPITAL DYNAMICS LIMITED
CURRIE ROSE RESOURCES INC.

Temporary cease trading order issued November 30, 1981, with respect to each Company for failure to make statutory filings. Statutory hearings December 14, 1981, at 10:00 a.m.

INCUBUS PRODUCTIONS INC.
AND "INCUBUS"

The cease trading order dated November 19, 1981 was continued December 3, 1981 pending the Company complying with Part XVII of the Securities Act.

EXPLANATORY NOTES

Information contained in this section has been summarized from insider repo filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactio is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B"	- Beneficial Owner (direct or indirect) of equity shares reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 1 of the voting rights attached to all equity shares of th reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which an insider or subsidiary of the principal reporting issu

NATURE OF OWNERSHIP

No Symbol	- Securities are beneficially owned directly.
Symbol #1	- The reporting person or company beneficially owns and/or has control or direction over securities which are held a company, associate, partnership, trust or other entity

CHARACTER OF TRANSACTION

No Symbol	- purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, Matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ALBERTA ENERGY COMPANY LTD.	Common	Hector J McFadyen	S					
		Amended		Oct/81	M		1000	8000
		Wife		Oct/81	M1	1000		1000
		Children		-	1			130
ARGUS CORPORATION LIMITED	Common	Thomas G Bolton	D	Aug/81	T	12		112
	Class "C"	" "	"	Aug/81	T	40		140
ATLANTIC RICHFIELD COMPANY	Common	John W Simmons	S	Nov/81	G		100	9600
		Wife		-	1			920
AUTOCROWN CORPORATION LIMITED	Common	Barry K Haywood	D	Oct/81			18356	---
		Yorkton Pension Plan		Oct/81	1	18356		18356
	Preferred	Barry K Haywood	D	Oct/81			27500	---
		Yorkton Pension Plan		Oct/81	1	27500		---
BORDER CHEMICAL COMPANY LIMITED	Common	Basil Filardi Jr	DS	Nov/81		300		18241
BOW VALLEY INDUSTRIES LTD	Common	Joseph Lukacs	SI	Nov/81		1800		30102
BP CANADA INC	Common	Maurice Sauve	D	-				50
		Optional Stock Dividend Policy		1981	1	1		2
BRASCADE RESOURCES INC	Convertible Preferred "A"	Frederick York McCutcheon	DI	I R				16400
BRITISH COLUMBIA FOREST PRODUCTS, LTD.	Common	Thomas S McKeon	S	Nov/81		200		2000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAE INDUSTRIES LTD	Common	S G Holdsworth	SI	Sep/81		9		
				Nov/81			3615	---
CANADIAN CORPORATE MANAGEMENT COMPANY LIMITED	Class "Y"	Duncan L Gordon	D	Nov/81		6200		354576
		Control		-	1			200000
		John L Gordon	S	I R				63400
		Voting Trust		I R	1			287256
	Preferred	John L Gordon	S	I R				80345
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	Walter J Stenason	DDIS	1981		685		5010
CANBRA FOODS LTD	Common	Burns Foods Limited	B					
		Private Purchase		Oct/81	1	200000		1853004
CARLING O'KEEFE LIMITED	Common	William G Bourne	SI	Nov/81		1000		2000
CAROLIN MINES LTD	Common	Alfred E Angus	D					
		Amended		Oct/80			1000	
				Feb/81			600	14600
CENTRAL TRUST COMPANY	Common	Henry B Rhude	DS	Oct/81		188		8314
		Starboard Investments Limited		Oct/81	1	84		3595
CLARION PETROLEUMS LTD		James S Palmer	D	I R				---
COMAPLEX RESOURCES INTERNATIONAL LTD	Common	R James Balfour	D					
		Altawan Oil & Gas		Nov/81	1	12501		25357
		Jabal Ltd		-	1			64582
		North West Exploration Co Ltd		-	1			34248

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMBINED INTERNATIONAL CORPORATON	Common	Wallace J Buya	S					
		Amended		Oct/81			2000	7324
COMMERICAL FINANCIAL CORPORATION LIMITED	Common	F Robert Hewett	S	Oct/81	E	5568		
				Oct/81		848		10002
	Preferred	" "	"	Oct/81	E		696	---
	Warrants	" "	"	Oct/81		656		
		" "	"	Oct/81			50000	101994
CONSOLIDATED-BATHURST LIMITED		Sterling J McLeod	SI	I R				---
CONTROL DATA CORPORATION	Common	Thomas W Miller	S	Sep/81	V	7667		15334
		Daughter		Sep/81	V1	170		340
		Walter F Mondale	D	Sep/81	V	100		200
CORBY DISTILLERIES LIMITED	Class "A"	Henry C Hatch, Jr	D	Aug/81		109		1000
		Wife		-	1			300
		Emile Kopalek	S	Aug/81		285		385
		Gerald Levesque	DS	-				2000
		Stock Plan		-	1			435
		Marcel Piche	DS	Aug/81		69		
				Nov/81		42		111
		Liliane Monier	S	Aug/81		28		28
CRESTBROOK FOREST INDUSTRIES LIMITED	Common	Montreal Trust Company	B					
		Candou Industries Ltd		Nov/81	1	300		521520

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DALMYS (CANADA) LIMITED	Common "C"	Fred Perlman	DS	Nov/81			10000	354784
		Philip Perlman	D	Nov/81			10000	354784
DAON DEVELOPMENT CORPORATION	Common	Percy A Ford	S	I R				47600
		Wife		I R	1			3600
		Son		I R	1			1000
		George B McKeen	D					
		Amended		Sep/81	M		206589	
				Oct/81	T	1675		2404
		McKeen Investments Ltd		Sep/81	M1	206589		206589
DELHI PACIFIC RESOURCES LTD	Common	Martin Richman		Nov/81			23000	43500
DOMINION CITRUS & DRUGS LTD	Common	Esther Kirshenblatt	S	Nov/81			14000	17750
DOMINION TEXTILE INC	Common	Laurie W Alnwick	S	Nov/81		300		1000
		Jacques Savoie	S	Nov/81		250		1350
DRUMMOND McCALL INC	Common "A"	Hugh R Cleland	S	Nov/81			2000	1800
DYNAMAR ENERGY LIMITED	Preferred	Thomas S Dobson	D	Nov/81			12188	15712
		T S Dobson Consultant Ltd		Oct/81	1	10000		10000
EATON BAY MORTGAGE CORPORATION	Common	Commerce Capital Corporation Limited	B					
		Amended		Mar/81		1		
				May/81		50		
				May/81			50	
				May/81		100		167745

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
EXTENDICARE LTD	Class "A"	Jacob Birbrager	S	Nov/81			5000	37100
	Common	Scotia Investments Limited	B	-				85000
		Minas Basin Pulp & Power Co Ltd		Sep/81	1	60000		2408550
		Other Indirects		-	1			541700
FORD MOTOR COMPANY	Common	William P Benton	S	Jun/81	M	70		2900
		Joseph F Cullman	D	-				5100
		Trustee of a Trust		Sep/81	1		375	---
GALVESTON PETROLEUMS LTD	COMMON	Ronald N Wondga	D	I R				2900
		218300 Holdings Ltd		I R	1			2500
GANE PETROELUM CORPORATION LTD	Common	Norman R Fischbuch	DS	I R				65074
		242458 Alberta Ltd		I R	1			488048
GENENERGY RESOURCES LTD	Class "A"	Richard G Sebastian	S	Oct/81			2100	11166
GENERAL AMERICAN OIL COMPANY OF TEXAS	Common	Joseph W Davin	DS	Oct/81	T	1812		62222
		Wife		Oct/81	T1	504		17274
		Sally Lancaster	DI	Oct/81	A	66		
				Oct/81	T	28		994
		Children		Oct/81	T1	171		
				Oct/81	1		30	5815
GENERAL MOTORS CORPORATION	Common	Edward P Czapor	S	I R				960
		Savings & Stock Purchase Plan		I R	1			3504
		Trust for Son		I R	1			1144
		Trust for Daughter		I R	1			572

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	Common	Edward P Czapor	S					
		Son		I R	1			421
		Daughter		I R	1			371
GULF OIL CORPORATION	Common	James E Lee	DS	Oct/81	X	1271		14028
		Wife		-	1			5944
H O FINANCIAL LIMITED	Common	Helga Ruwolt	D	I R				20000
HOFFMAN EXPLORATION AND MINERALS LIMITED	Common	Charles L McAlpine	D	I R				1000
IMPERIAL OIL LIMITED	Class "B"	William E Beacom	S					
		Savings Plan		Oct/81	1	15		254
		Angus M Lott	S					
		Savings Plan		Oct/81	1	65		2694
		Douglas H MacAllan	S	-				397
		Savings Plan		Nov/81	1	28		1943
		Donald K McIvor	D	-				4151
		Savings Plan		Oct/81	1	162		353
		Robert B Peterson	DI	-				14
		Savings Plan		Nov/81	1	221		221
		Peter Stauft	S	-				24
		Savings Plan		Nov/81	1	18		1318
		William J Young	DS	Sep/81	T	11		1175
INDAL LIMITED	Common	Downie Brown*	S	Nov/81			200	32
INVERNESS PETROLEUM LTD	Common	Hugh Mogensen	DS	Oct/81		2000		8000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GENERAL MOTORS CORPORATION (Continued)	Common	Edward P Czapor	S					
		Son		I R	1			421
		Daughter		I R	1			371
GULF OIL CORPORATION	Common	James E Lee	DS	Oct/81	X	1271		14028
		Wife		-	1			5944
H O FINANCIAL LIMITED	Common	Helga Ruwolt	D	I R				20000
HOFFMAN EXPLORATION AND MINERALS LIMITED	Common	Charles L McAlpine	D	I R				1000
IMPERIAL OIL LIMITED	Class "B"	William E Beacom	S					
		Savings Plan		Oct/81	1	15		254
		Angus M Lott	S					
		Savings Plan		Oct/81	1	65		2694
		Douglas H MacAllan	S	-				397
		Savings Plan		Nov/81	1	28		1943
		Donald K McIvor	D	-				4151
		Savings Plan		Oct/81	1	162		353
		Robert B Peterson	DI	-				14
		Savings Plan		Nov/81	1	221		221
		Peter Stauft	S	-				24
		Savings Plan		Nov/81	1	18		1318
		William J Young	DS	Sep/81	T	11		1175
INDAL LIMITED	Common	Downie Brown*	S	Nov/81			200	32
INVERNESS PETROLEUM LTD	Common	Hugh Mogensen	DS	Oct/81		2000		8000
K TEL INTERNATIONAL, INC	Common	Tom F Armour	S	I R				---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LA VERENDRYE MANAGEMENT CORPORATION	Common	Dominique Boutin	S	Oct/81		25		58721
		Stock Option Plan		-	1			10806
LOCHIEL EXPLORATION LTD	Class "A"	Nicholas W Taylor	DSB	Oct/81			7000	2874360
		RRSP		-	1			8936
				Oct/81		6000		2851422
	Class "B"	RRSP		-	1			9361
LONG LAC MINERALS LIMITED	Common	Gerry R Dallaire	S	I R				1600
LUXOR RED LAKE MINES LTD	Common	Richard C J Edwards	D	I R				12000
MAJESTIC WILEY CONTACTORS LIMITED	Common	Joseph Kobl	S	Nov/81		1000		1140
MERCANTILE BANK OF CANADA	Common	William McLaney	S	I R				190
		James R Booth	S	-				400
		Stock Purchase and Savings Plan		Oct/81	1	194		194
MERLAND EXPLORATIONS LIMITED	Common	William O Parlee	D	Nov/81			7900	99850
MITEL CORPORATION	Option	Glen R H Gray	S	I R				4645
	Common	Paul S Wilker	S	Nov/81			2000	35504
		Raymond Whitbread	S	-				15000
		Stock Option Plan		Apr/81	1	598		
				Jun/81	1	170		4768
		Ralph A Bennett	S	Jun/81	X	282		28116
		Stock Option Plan		-	1			734

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MITEL CORPORATION (Continued)	Common	William Kiss	S	Nov/81			611	7055
		John G Stanton	S	I R				1604
		Stock Purchase Plan		I R	1			508
	Option			I R				4142
MOBIL CORPORATION	Common	Jewel S LaFontant	D	I R				500
		William W Scranton	D	I R				1000
MOLSON COMPANIES LIMITED, THE	Class "A"	Harry H Brace	DI	Nov/81			700	4300
	Class "B"	" "	"	Nov/81		700		800
MSZ RESOURCES LTD	Common	John R Harris	DS	I R				200000
		F J Wellhauser	DS	I R				175000
		Ralph A McKenzie	DS	I R				125000
MUNICIPAL SAVINGS & LOAN CORPORATION	Common	Robert J McEnery*	D	Oct/81	E		11925	
				Oct/81		1550		1250
		Bob McEnery Limited		Oct/81	E1		3000	---
		McEnery Agencies Ltd		Oct/81	E1		4000	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABU MANUFACTURING CORPORATION	Common	Kirkland W Cervi S				
		Canada Trust Company	I R 1			27615
	Preference		I R 1			19725
	Common	Griffith S Hawkins S				
		Canada Trust Company	I R 1			16156
	Preference		I R 1			11540
	Common	David A Clark S				
		Canada Trust Company	I R 1			28900
	Preference		I R 1			13600
NEWFOUNDLAND LIGHT & POWER CO LIMITED	Series I Pref	Alastair D Cameron DS	Oct/81	2500		2500
NORANDA MINES LIMITED	Common	William P Wilder D				
		Whitshed Limited	Nov/81 1		10000	10000
		William James DS	Sept/81 T	369		
			Sept/81 E		3077	20050
		Northgate Exploration Limited B	I R			400000
NORTH AMERICAN COMBUSTION TECHNOLOGY CORPORATION	Common	Russell B Briggs D	Oct/81 E	8021		108022
		Jaysonette Properties Limited	-- 1			195316
NORTHSTAR RESOURCES LTD	Common	Frederick W Hurst D	Nov/81	2400		50400
NOVA, AN ALBERTA CORPORATION	Common	William C Rankin S	Oct/81		14300	145000
OAKWOOD PETROLEUMS LTD	Common	Curt W Brown S	I R			10000
		Andrew I Blashyn S	I R			5000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OMEGA HYDROCARBONS LTD	Common	Thomas J Hall DS	--				942040
		Alberta Gas Products System Ltd	Nov/81	1	209000		769980
		New North Oil & Gas Ltd	--	1			61400
PETROMONT OIL & GAS LTD	Common	Jonathan H Deitcher DB	I R				154000
		Ronald G Greene D	I R				125000
		Bruce Hall S	I R				15000
		Keith M Miles DSB	I R				167095
		Eastal Exploration Ltd	I R	1			60000
		Stock Purchase Plan	I R	1			34000
		James R Paget S	I R				18500
		J Robert Paget Professional Corporation	I R	1			600
		Howard Shikaze S	I R				10000
		Elizabeth Tigheridge S	I R				32548
		Eastal Exploration Ltd	I R	1			18000
		Blair Management Ltd	I R	1			60000
		Larry V Zadan DSB	I R				167095
		Eastal Exploration Ltd	I R	1			60000
POWER CORPORATION OF CANADA	Common	Sterling J McLeod SI	I R				---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
REALCAP HOLDINGS LIMITED	Class A	David S Ades	DS	--				12735
		D Ades Mgmt Co		Nov/81	1	4300		19050
		RRSP		Nov/81	1			10535
REDPATH INDUSTRIES LIMITED	Common	John A Swan	S	Nov/81			1200	4800
REICHHOLD LIMITED	Common	William H Munden	DS	Oct/81			500	(99)
ROCKWELL INTERNATIONAL CORPORATION	Common	Robert A DePalma	S	Nov/81		7000		8000
ROYNAT INC	9 5/8% Debenture	Leo V Boileau	S	I R				$5000
SAGEBRUSH RESOURCES LTD	Common	Clifford A Jeffrey	DS	I R				130000
	Warrants			I R				5000
	Common	Robert D Niven	DS	I R				758510
				Aug/81		50000		808510
	Warrants			Aug/81		25000		25000
	Common	Wife		I R	1			55000
	Common	Kenneth L Slater	D	I R				4300
	Warrants			I R				2150
	Common	Edward N Vink	DS	I R	1			10000
SCINTREX LIMITED	Common	Blamar Investments & Enterprises Ltd	B	Oct/81		700		383374
SENLAC RESOURCES INC	Common	Frank G Oraver	D	I R				563100
SIS EXPLORATIONS CORPORATION	Common	Howard Smuschkowitz	D	I R				131250
	Warrants			I R				200000
	Common	David Smuschkowitz	SB	Nov/81	M		131250	148075

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STANDARD TRUSTCO LIMITED	Common	Kathleen Mawson	S	Nov/81	F	72		
				Nov/81	M	21		389
		RRSP		Nov/81	M1		21	
				Nov/81	F1	24		101
		William L Paton	DS	Nov/81		306		1533
		Susan E M McCutcheon	D	Oct/81	T	3		
				Oct/81	F	60		311
		The Honourable Eric A Winkler	D	Oct/81	T	1		
				Oct/81	F	22		112
		James Wood		--				10
		RRSP		Nov/81	1	14		72
TELE-METROPOLE INC	Class B	Richard Genin	S	I R				4000
TEMAGAMI OIL & GAS LTD	Common	John S Grant Jr	D	I R				---
THOMPSON-LUNDMARK GOLD MINES LIMITED	Common	Charles L McAlpine	D	I R				1000
TORONTO-DOMINION BANK, THE	Common	Wing Kin Kee	DI	Oct/81	T	30		1953
TRANSALTA UTILITIES CORPORATION	Common	Edward J Barry	S	Oct/81		286		1696
TRIZEC CORPORATION LTD	Common	John M Arnold	S	Oct/81			2000	7900
		Montreal Trust Co		--	1			10000
VICTORIA AND GREY TRUST CO	Common	John D Bradley	D	Oct/81			80000	20000
WESTCOAST TRANSMISSION COMPANY LIMITED	Common	William B Caswell	S	I R				10000
		Savings Plan		I R	1			256

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WESTCOAST TRANSMISSION COMPANY LIMITED (continued)		Joel I Bell	D	I R				---
		David L Helliwell	D					
		RRSP		Nov/81	1	5000		5000
		John H Podmore	S					
		Savings Plan		I R				1289
WOODWARD STORES LIMITED	Class D	Elmswood Limited	B	Oct/81	R		303240	1069315
		Charles Woodward	D	Oct/81	R		192876	680138
ZAHAVY MINES LIMITED	Common	Alfred J Lewis	D	Nov/81	X	5000		
				Nov/81	G		3000	37484
		Maria Lewis		I R				1000

REPORTS OF TRADES SUBMITTED ON FORM 20 (AND ITS PREDECESSOR)
UNDER THE SECURITIES ACT 1978

Transaction Date	Purchaser	Security	Price	Amount
Aug. 12, 1981*	Starla Investments Limited	Devon Resources Ltd. units (one 10% cumulative, redeemable convertible first preferred series "A" and (one common share purchase warrant)	$ 25.00	20,000 units
Nov. 12, 1981	Gore & Co.	Cullaton Lake Gold Mines Ltd. - common shares	10.00	39,500 shrs
Nov. 12, 1981	Gee & Co.	"	10.00	224,500 "
Nov. 12, 1981	International Trust Company	"	10.00	25,000 "
Nov. 12, 1981	Bankmont & Co.	"	10.00	317,500 "
Nov. 12, 1981	Bankmont & Co.	"	10.00	16,500 "
Nov. 12, 1981	Roytor & Co.	"	10.00	41,500 "
Nov. 12, 1981	Bansco & Co.	"	10.00	130,000 "
Nov. 12, 1981	Torbay Company	"	10.00	70,000 "
Nov. 12, 1981	Lake & Co.	"	10.00	135,500 "
Nov. 6, 1981	L. Lamont Gordon	Almark Resources Ltd. - Preferred	10.00	43,000 "
Nov. 6, 1981	R.R.S.P. for L.L. Gordon	"	10.00	15,000 "
Nov. 6, 1981	Hedgecole Investments Ltd.	"	10.00	10,000 "
July 22, 1981	The Cancran Syndicate	Aerocranes of Canada Ltd. - conv. notes	US 200,000.00	$US 200,000.00

* Report improperly filed

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 20, 1981	489060 Ontario Ltd.	Cockfield Brown Inc. common shares	$ 5.25	100,000 shrs
Nov. 25, 1981	The Retirement Plan for Employees of Canadian Utilities Ltd. and Participating Companies	B.G. Preeco 1 Ltd. 1981 - 3% revenue bonds and shares without par value	1,000.00	980 bonds (b) 1,000 shrs (s)
Nov. 25, 1981	Shell Trustee for Shell Canada Pension Trust	"	1,000.00	4,900 (b) 5,000 (s)
Nov. 25, 1981	National Trust Co. Ltd. Trustee for Pension Plan for Salaried Employees of The Quaker Oats Co. of Canada Ltd.	"	1,000.00	245 (b) 250 (s)
Nov. 25, 1981	National Trust Co. Ltd. Trustee for New Pension Plan for Hourly Employees of The Quaker Oats Co. of Canada Ltd.	"	1,000.00	245 (b) 250 (s)
Nov. 25, 1981	Montreal Trust Co. of Canada Trustee for Reed Canada Master Trust	"	1,000.00	735 (b) 750 (s)
Nov. 25, 1981	Montreal Trust Co. of Canada Trustee for Papeterie Reed Pension Plan "A"	"	1,000.00	980 (b) 1,000 (s)
Nov. 25, 1981	Royal Trust Corp. of Canada Trustee of Stelco Inc. contributory	"	1,000.00	833 (b) 850 (s)

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 25, 1981	Royal Trust Corp. of Canada Trustee of Stelco Inc. Pension Plan for Bargaining unit Employees	B.G. Preeco 1 Ltd. 1981 - 3% revenue bonds and shares without par value	$ 1,000.00	637 bonds (b) 650 shrs (s)
Nov. 25, 1981	Bank of Montreal Trustee for the Pension Fund Society of The Bank of Montreal	"	1,000.00	1,960 (b) 2,000 (s)
Nov. 25, 1981	The Canada Trust Co. Trustee for Noranda Group Retirement Annuity Plan	"	1,000.00	1,960 (b) 2,000 (s)
Nov. 25, 1981	The Canada Trust Co. Trustee for Noranda Group Operational Employees' Pension Plan	"	1,000.00	980 (b) 2,000 (s)
Nov. 25, 1981	Confederation Life Ins. Co. Trustee for Retirement Plan for Salaried Employees of Carling O'Keefe Limited	"	1,000.00	2,940 (b) 3,000 (s)
Nov. 25, 1981	The Canada Trust Co. Trustee for the University of Western Ontario Pension Plans for Academic and Administrative Staff	"	1,000.00	980 (b) 1,000 (s)

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 25, 1981	The Canada Trust Co., Custodian Trustee for Rolls-Royce Group of Canadian Companies Collective Pension Trust Funds	B.G. Preece 1 Ltd. 1981 - 3% revenue bonds and shares without par value	$ 1,000.00	735 bonds (b) 750 shrs (s)
Nov. 25, 1981	The Canada Trust Co. Trustee for the British Columbia Telephone Management and Exempt Employee Pension Plan	"	1,000.00	1,960 (b) 2,000 (s)
Nov. 25, 1981	National Trust Co. Ltd. Trustee for the Comingled Pension Funds of Inco Limited	"	1,000.00	3,430 (b) 3,500 (s)
Nov. 26, 1981	Fidelity Life Assurance Company	Union Gas Ltd. - 17½% sinking fund debentures, 1981 series	500,000.00	$ 500,000.00
Nov. 26, 1981	Amoco Canada Petroleum	"	300,000.00	300,000.00
Nov. 26, 1981	Power Corp. Superannuation Fund	"	500,000.00	500,000.00
Nov. 26, 1981	Saskatchewan Workers Compensation Board Injury Fund	"	500,000.00	500,000.00
Nov. 26, 1981	Teachers Superannuation (Saskatchewan)	"	500,000.00	500,000.00
Nov. 26, 1981	Saskatchewan Telecommunications Superannuation Fund	"	500,000.00	500,000.00

Transaction Date	Purchaser	Security	Price	Amount
Nov. 26, 1981	The Monarch Life Assurance Company	Union Gas Ltd.-17½% sinking fund debentures, 1981 series	$ 3,000,000.00	$ 3,000,000.00
Nov. 26, 1981	Minister of Finance of Manitoba in Trust for the Civil Service Superannuation Fund	"	2,000,000.00	2,000,000.00
Nov. 26, 1981	The Manitoba Municipal Employees Benefits Board	"	250,000.00	250,000.00
Nov. 26, 1981	The Sinking Fund Trustees of the City of Winnipeg	"	1,500,000.00	1,500,000.00
Nov. 26, 1981	The Winnipeg Foundation National Trust Company Ltd.	"	200,000.00	200,000.00
Nov. 26, 1981	The Canada Life Assurance Company	"	7,000,000.00	7,000,000.00
Nov. 26, 1981	Sun Life Assurance Company of Canada	"	5,000,000.00	5,000,000.00
Nov. 26, 1981	Trustees of the Bank of Canada Pension Fund	"	200,000.00	200,000.00
Nov. 26, 1981	The Imperial Life Assurance Company of Canada	"	1,000,000.00	1,000,000.00
Nov. 26, 1981	Translatlantic Reinsurance Company	"	100,000.00	100,000.00
Nov. 26, 1981	Canadian Commercial Workers Industry Pension Fund	"	200,000.00	200,000.00
Nov. 26, 1981	National Trust Co. Ltd. A/c #40020B	"	1,000,000.00	1,000,000.00

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 26, 1981	Standard Life Assurance Company	Union Gas Ltd.-17½% sinking fund debentures, 1981 series	$ 3,000,000.00	$ 3,000,000.00
Nov. 26, 1981	L'Industrielle Compagnie d'Assurance sur la Vie	"	2,000,000.00	2,000,000.00
Nov. 26, 1981	The Pension Fund Society of the Bank of Montreal	"	500,000.00	500,000.00
Nov. 26, 1981	Alliance-Compagnie Mutuelle d'Assurance Vie	"	250,000.00	250,000.00
Oct. 14, 1981	The Canada Life Assurance Company	The Pacific Telephone and Telegraph Company 16.25% Promissory Note due June 20, 1996	1,000,000.00	1,000,000.00
Nov. 25, 1981	Inuit Development Corporation	Royex Sturgex Mining Ltd. - Promissory Note prime rate plus 1% payable on demand	321,783.76	321,783.76

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
Dr. Joseph A. Peller	Andres Wines Ltd. - class "A"	22,000 shrs
Bruce Burt Corden	Canuc Resources Inc. - common shares	50,000 "
Robert Leclerc*	Band-Ore Gold Mines, Ltd. - common shares	76,000 "
Conwest Exploration Co. Ltd.	Chance Mining and Exploration Co. Ltd. - common shares	404,000 "

* Report improperly filed

TAKE-OVER BIDS, ISSUER BIDS

489060 ONTARIO LTD.
(OFFEROR)

COCKFIELD BROWN INC.
(OFFEREE)

GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED
(OFFEROR)

IRVCO RESOURCES LIMITED
(OFFEREE)

GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED
(OFFEROR)

LANSCO PETROLEUM INC.
(OFFEREE)

GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED
(OFFEROR)

PALLISER RESOURCES
(OFFEREE)

TEXACO INTERNATIONAL FINANCIAL CORPORATION
(OFFEROR)

TEXACO CANADA INC.
(OFFEREE)

NOTICE OF INTENTION-FORM 35 - GUARDIAN CAPITAL GROUP LIMITED

MOUNTAIN STATES RESOURCES INC.

OMEGA HYDROCARBONS LTD.

CONTINUOUS DISCLOSURE FILINGS

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A	ANNUAL FINANCIAL STATEMENTS
B	INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
C	INTERIM FINANCIAL STATEMENTS
D	TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
E	OTHER REPORTS
F	REPORT OF MATERIAL CHANGE (FORM 27)

3460 KEELE ST. APARTMENTS LTD.	C E
800 KENNEDY ROAD LIMITED	A B
ABITIBI-PRICE INC.	E
ADVOCATE MINES LIMITED	E F
AGASSIZ RESOURCES LTD.	C
ALBERTA ENERGY COMPANY LTD.	E
ALBERTA NATURAL GAS COMPANY LTD.	E
ALLONT LIMITED	C
AMCA INTERNATIONAL LTD.	C
AMERICAN EAGLE PETROLEUMS LIMITED	C
ASBESTOS CORPORATION LIMITED	C
ASCOTT ENERGY CORPORATION OF CANADA LIMITED	E
ASSOCIATED PORCUPINES MINES LIMITED	C
ASSOCIATES CAPITAL CORPORATION	A
ATCO LTD.	E
ATLANTIC COAST COPPER CORPORATION LIMITED	C
AUGMITTO EXPLORATIONS LIMITED	C E
AURELIAN SMALL BUSINESS DEVELOPERS LTD.	C
AURORA 78-79 ENERGY PROGRAM	C E
AURORA-CZAR 79-80 ENERGY PROGRAM	C E
AURORA-CZAR 80-81 ENERGY PROGRAM	C E
AURORA-ORBIT 80-81 ENERGY PROGRAM	C E
AURORA-TIBER 1980 EXPLORATION PROGRAM	C E
AUTOMOTIVE HARDWARE LIMITED	C E
BACHELOR LAKE GOLD MINES INC.	C
BAND-ORE GOLD MINES LIMITED	C
BANK OF BRITISH COLUMBIA	E
BANK OF MONTREAL	E
BATON BROADCASTING INCORPORATED	C
BAXTER RESOURCES CORPORATION	B E
BAY MILLS LIMITED	E
BELL CANADA	C E
BELORE MINES LIMITED	C
BLACK PHOTO CORPORATION LIMITED	C E
BLAKE RESOURCES LTD.	E
BONANZA OIL & GAS LTD.	E
BORDER CHEMICAL COMPANY LIMITED	C E
BOW VALLEY INDUSTRIES LTD.	E F
BOW VALLEY RESOURCE SERVICES LTD.	E
BRAESWOOD EXPLORATIONS LIMITED	A B

BRAMALEA LIMITED	C E
BRANDY BROOK MINES LIMITED	C
BRASCAN LIMITED	E
BREAD-MAN INTERNATIONAL INC.	E
BRENDA MINES LIMITED	E
BRITISH COLUMBIA FOREST PRODUCTS LIMITED	E
BRITISH COLUMBIA TELEPHONE COMPANY	E
BROOKE BOND INC.	C E
BUDD CANADA INC.	E
C & C YACHTS LIMITED	A B E
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	E
CALVERT-DALE ESTATES LIMITED	C E
CAMCHIB RESOURCES INC.	A E
CAMFLO MINES LTD.	C
CAMPBELL RED LAKE MINES LIMITED	C E
CAMPEAU CORPORATION	E
CANADA CEMENT LAFARGE LTD.	E
CANADA DEVELOPMENT CORPORATION	C E
CANADA MALTING CO. LIMITED	C E
CANADA PERMANENT INCOME INVESTMENTS	C
CANADA PERMANENT MORTGAGE CORPORATION	E
CANADA SOUTHERN PETROLEUM LTD.	B C E
CANADA TUNGSTEN MINING CORPORATION LIMITED	E
CANADEX RESOURCES LIMITED	C E
CANADIAN FOREMOST LTD.	C
CANADIAN FOUNDATION COMPANY LTD.	C E
CANADIAN MANOIR INDUSTRIES LIMITED	C
CANADIAN MARCONI COMPANY	C
CANADIAN PACIFIC LIMITED	C
CANADIAN REALTY INVESTORS	C
CANADIAN RESERVE OIL & GAS LTD.	C
CANADIAN UTILITIES LIMITED	E
CANADIAN WESTERN NATURAL GAS COMPANY LIMITED	C
CANBRA FOODS LTD.	C E
CANUC RESOURCES INC.	C
CANUSA ENERGY LTD.	C
CARA OPERATIONS LIMITED	C
CARDAY URANIUM MINES INC.	C
CARENA-BANCORP HOLDINGS INC.	C
CASTLEBAR SILVER & COBALT MINES LIMITED	C E
CELANESE CANADA INC.	C E
CENTRAL PATRICIA LIMITED	C
CENTRAL TRUST COMPANY	E
CENTURY ENERGY CORP. LTD.	C
CERES RESOURCES LIMITED	C
CHANCE MINING AND EXPLORATION COMPANY LIMITED	C
CHANCELLOR ENERGY RESOURCES INC.	C
CHARRIOT RESOURCES LTD.	F
CHARTER OIL COMPANY LIMITED	A B
CHEROKEE RESOURCES LIMITED	C E F
CHESBAR RESOURCES INC.	C
CHIMO GOLD MINES LTD.	C E
CHROMASCO LIMITED	C E
CHUM LIMITED	A B
CITIES SERVICE COMPANY	C
CLAREVIEW GARDENS APARTMENT PROJECT	C
COCHRANE-DUNLOP LIMITED	C E

COCKFIELD BROWN INC.	E F
COHO RESOURCES LIMITED	E
COIN LAKE GOLD MINES LTD.	C
COMAPLEX RESOURCES INTERNATIONAL LTD.	C
COMBINED INTERNATIONAL CORPORATION	C
COMBINED LARDER MINES, LIMITED, THE	C
COMIESA CORPORATION	C
COMMERCIAL FINANCE CORPORATION LIMITED	C
CONSOLIDATED CANADIAN FARADAY LIMITED	C
CONSOLIDATED COPPER-LODE DEVELOPMENTS INC.	B C E
CONSOLIDATED PROFESSOR MINES LIMITED	B C
CONSOLIDATED RAMBLER MINES LIMITED	C E
COPCONDA-YORK RESOURCES INC.	E
COPP CLARK LIMITED	C
CORPORATION FALCONBRIDGE COPPER	E
COSEKA RESOURCES LIMITED	A
COSTAIN LIMITED	E
COTTON VALLEY RESOURCES INC.	C E
COVE URANIUM MINES LIMITED	A
CRACKINGSTONE MINES LIMITED	C
CUVIER MINES INC.	C E
CYPRUS ANVIL MINING CORPORATION	C
DALCO PETROLEUM LTD.	C E
DALE-ROSS HOLDINGS LTD.	C
DASHER RESOURCES LTD.	C
DAVIDSON TISDALE MINES LIMITED	C
DAVIS DISTRIBUTING LIMITED	C
DEJOUR MINES LIMITED	C E
DELHI PACIFIC RESOURCES LTD.	C
DICKENSON MINES LTD.	C E
DISCOVERY MINES LIMITED	E
DOME MINES LIMITED	C
DOME PETROLEUM LIMITED	E
DOMINION CITRUS & DRUGS LTD.	E
DOMINION EXPLORERS LIMITED	C
DOUBLE NEGATIVE	B C
DOVER INDUSTRIES LTD.	C
DRUMMOND, MCCALL INC.	E
DUBUISSON EXPLORATIONS LIMITED	C
DUNRAINE MINES LTD.	C
DUPONT CANADA INC.	E
DYLEX LIMITED	E
ECHO BAY MINES LTD.	E
EDEN ROC MINERAL CORP.	C
EDOMAR RESOURCES LTD.	C
EGO RESOURCES LIMITED	C
ELMWOOD RESOURCES LTD.	C
ENSERCH CORPORATION	C
EQUICAN VENTURES INC.	A B
EXQUISITE FORM BRASSIERE (CANADA) LIMITED	C
EXTENDICARE LTD.	C E
FALCONBRIDGE NICKEL MINES LIMITED	E
FEDERAL INDUSTRIES LIMITED	E
FIRST CANADIAN GOLD CORPORATION INC.	C
FIRST CITY FINANCIAL CORPORATION LTD.	E
FIRST CITY TRUST COMPANY	C
FISCAL INVESTMENTS LIMITED	E

FISCON INVESTMENT FUND	E
FOLLANSBEE RED LAKE GOLD MINES LIMITED	C
FOUR SEASONS HOTELS LIMITED	C
G & B AUTOMATED EQUIPMENT LIMITED	C
G & H STEEL INDUSTRIES LIMITED	E
GAN-MORE HOLDINGS LTD.	C
GENENERGY RESOURCES LTD.	C
GENERAL AMERICAN PROPERTIES INC.	C
GENERAL HYDROCARBONS LIMITED	E
GENSTAR CORPORATION	E
GEOLEX RESOURCES LTD.	C E
GETTY OIL COMPANY	E
GIANT YELLOWKNIFE MINES LIMITED	E
GLENCAIR RESOURCES INC.	B E
GOLD BELLE MINES LIMITED	A
GOLDALE INVESTMENTS LIMITED	C
GOLDFUND LTD.	C
GOLDSEARCH LIMITED	C
GOLDTRUST	C
GOWGANDA SILVER MINES LIMITED	C
GRANDAD RESOURCES LIMITED	C
GREAT NORTHERN FINANCIAL CORPORATION	C
GREAT WEST LIFE ASSURANCE COMPANY, THE	E
GREAT WEST STEEL INDUSTRIES LTD.	C E
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	C E
GREY GOOSE CORPORATION LIMITED	E
GREYHOUND COMPUTER OF CANADA LTD.	C
GREYHOUND LINES OF CANADA LTD.	C E
GROUPED INCOME SHARES LIMITED GROUPED INVESTMENT SHARES (COMPOUND)	E
GUARDIAN ENTERPRISE FUND OF CANADA	E
GUARDIAN GROWTH FUND LIMITED	E
GUARDIAN NORTH AMERICAN FUND	E
GUARDIAN WORLD EQUITY FUND	E
GULCH RESOURCES LTD.	C E
GULF CANADA LIMITED	E
H. PAULIN & CO., LIMITED	C E
HALEY INDUSTRIES LIMITED	E
HARVEY WOODS LIMITED	C
HAWKER SIDDELEY CANADA INC.	E
HEADWAY PROPERTY INVESTMENT 77 - I	E
HEADWAY PROPERTY INVESTMENT 77 - II	E
HEADWAY PROPERTY INVESTMENT 77 - III	E
HEADWAY PROPERTY INVESTMENT 77 - IV	E
HEADWAY PROPERTY INVESTMENT 78 - I	E
HEADWAY PROPERTY INVESTMENT 78 - II	E
HEADWAY PROPERTY INVESTMENT 78 - III	E
HEARNE YELLOWKNIFE MINES LIMITED	C
HIRAM WALKER RESOURCES LTD.	E
HOFFMAN EXPLORATION AND MINERALS LIMITED	C
HOLLINGER ARGUS LIMITED	C E
HUCAMP MINES LIMITED	C
HUDSON BAY MINING AND SMELTING CO. LIMITED	E
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	E
HUSKY OIL LTD.	C
IMASCO LIMITED	E
IMPERIAL OIL LIMITED	C E
IN. MARK CORPORATION LIMITED	C

CO LIMITED	F
CUBUS	C
DUSTRIAL AMERICAN FUND	E
DUSTRIAL DIVIDEND FUND LIMITED	E
DUSTRIAL EQUITY FUND LIMITED	E
DUSTRIAL GROWTH FUND	E
DUSTRIAL INCOME FUND	E
TER-ROCK OIL COMPANY OF CANADA LIMITED	C
TERNATIONAL THOMSON ORGANISATION LIMITED	C E
TEX MINING COMPANY LIMITED	A B
VERNESS ÆTROLEUM LTD.	E
ACO INC.	E
MESTOWN RESOURCES INC.	C
FFRE RESOURCES LTD.	E
NPOL EXPLORATIONS LIMITED	C
REX LIMITED	C E
UTEL RESOURCES LTD.	C
TEL INTERNATIONAL, INC.	B
M-KOTIA MINES LIMITED	C
MLO GOLD MINES LIMITED	C
RR ADDISON MINES LIMITED	E
LUZ MINES LIMITED	C
CANA MINING CORPORATION	E
IDLAW TRANSPORTATION LIMITED	E
KE SHORE MINES LIMITED	C
NDBANK RESOURCES 1980 PROGRAM	C
NDBANK RESOURCES 79-80 PROGRAM	C
SSITER KUMA OILS LTD.	A B
URASIA RESOURCES LIMITED	C
VA CAP RESOURCES LTD.	E
IGH INSTRUMENTS LIMITED	C F
S MINES EST MALARTIC LTEE	C
S TERRAINS AURIFERES MALARTIC (QUEBEC) LIMITED	C
TTLE LONG LAC GOLD MINES LIMITED	C
DBLAW COMPANIES LIMITED	E
DBLAWS LIMITED	E
DCHIEL EXPLORATION LTD.	B E
RD SIMCOE HOTEL LTD.	C
JMONICS INC.	E
MACKENZIE FINANCIAL CORPORATION	C
MACLEAN HUNTER LIMITED	E
MAGNASONIC CANADA LTD.	C
MAGNETICS INTERNATIONAL LTD.	C
MANITOU-BARVUE MINES LIMITED	C
MAPLE LEAF GARDENS, LIMITED	E
MAPLE LEAF MILLS LIMITED	C
MARITIME TELEGRAPH & TELEPHONE CO. LTD.	C
MARSHALL MINERAL CORP.	F
MASCAN CORPORATION	C E
MATACHEWAN CONSOLIDATED MINES LIMITED	E
MAYNARD ENERGY INC.	C E
MAYOTTE PROPERTY INVESTMENTS	E
MEADOWVALE GARDENS APARTMENT PROJECT PHASE !	A B
MEDCON RESOURCES LTD.	C
MEDINA ENERGY RESOURCES CORPORATION	E
MERCANTILE BANK OF CANADA, THE	B E
MERIDIAN CONCEPTS LTD.	E

MERLAND EXPLORATIONS LIMITED
MESA PETROLEUM
MESTON LAKE RESOURCES INC.
MEXTOR MINERALS LIMITED
MICC INVESTMENTS LIMITED
MIDCON OIL & GAS LIMITED
MINORCO CANADA LTD.
MISDEAL
MISTANGO CONSOLIDATED RESOURCES LIMITED
MOBIL CORPORATION
MOFFAT COMMUNICATIONS LIMITED
MONARCH INVESTMENTS LIMITED
MONENCO LIMITED
MONETA PORCUPINE MINES LIMITED
MUNICIPAL SAVINGS & LOAN CORPORATION
MUTEC EQUITIES LTD.
MUTUAL ACCUMULATING FUND
N.M. DAVIS CORPORATION LIMITED
N.S.R. RESOURCES INC.
NAHANNI MINES LIMITED
NATIONAL BANK OF CANADA
NATIONAL HEES ENTERPRISES LIMITED
NATIONAL PETROLEUM CORPORATION LIMITED
NATIONAL TRUST COMPANY, LIMITED
NBU MINES LTD.
NEOMAR RESOURCES LIMITED
NESBITT MINING & EXPLORATION LIMITED
NEVASCO CORPORATION
NEVER TRUST AN HONEST THIEF
NEW BRUNSWICK TELEPHONE CO. LTD., THE
NEW CAYZOR ATHABASKA MINES LIMITED
NEW DOMINION RESOURCES LIMITED
NEW McMANUS RED LAKE GOLD MINES LIMITED
NEW MOUNT COSTIGAN MINES LIMITED
NEW PROVIDENCE DEVELOPMENT COMPANY LIMITED, THE
NEW TEXMONT EXPLORATIONS LIMITED
NEWFOUNDLAND TELEPHONE COMPANY LIMITED
NEWMEX GOLD RESOURCES INC.
NICKEL RIM MINES LIMITED
NOBLE MINES & OILS LTD.
NORANDA MINES LIMITED
NORDAIR LTD.
NORMAN MINES LTD.
NORTH CANADIAN OILS LIMITED
NORTHERN AND CENTRAL GAS CORPORATION LIMITED
NORTHERN CANADA MINES LIMITED
NORTHERN TELECOM LIMITED
NOTHING PERSONAL
NOWSCO WELL SERVICE LTD.
NU-WEST GROUP LIMITED
NUFORT RESOURCES INC.
NUMAC OIL & GAS LTD.
O.G.R. SERVICE CORPORATION
OCCIDENTAL PETROLEUM CORPORATION
OCEANIC ELECTRONICS CORPORATION INC.
OCELOT INDUSTRIES LIMITED
ODYSSEY INDUSTRIES INCORPORATED

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OMEGA HYDROCARBONS LTD.	C E
ONAPING RESOURCES LIMITED	C
OSHAWA GROUP LIMITED, THE	C
OSISKO LAKE MINES LIMITED	C
OTTER DORCHESTER INSURANCE COMPANY LIMITED	C
PAGURIAN CORPORATION LIMITED, THE	E
PALOMA PETROLEUM LTD.	E
PAN CENTRAL EXPLORATIONS LIMITED	C
PAN MACKENZIE PETROLEUMS LIMITED	C
PANCANADIAN PETROLEUM LTD.	E
PANGO GOLD MINES LIMITED	C
PARAGON EXPLORATIONS LIMITED	C
PATINO, N.V.	C
PCL INDUSTRIES LIMITED	C
PE BEN OILFIELD SERVICES LTD.	E
PEMBINA PIPELINE LTD.	E
PENN WEST PETROLEUM LTD.	C
PENNANT RESOURCES LIMITED	C
PEOPLES JEWELLERS LIMITED	A B
PETRO-SUN INC.	E
PETROBAR EXPLORATIONS INC.	C
PETROCO OF TEXAS, INC.	C
PETROL OIL & GAS COMPANY LIMITED, THE	E
PETROLANTIC RESOURCES INC.	C
PETROTECH, INC.	E
PHOENIX CANADA OIL COMPANY LIMITED	E
PLACE GAS & OIL COMPANY LIMITED	C
POCO PETROLEUMS LTD.	F
POLYSAR LIMITED	C
PRADO EXPLORATIONS LIMITED	C
PROFLEX LIMITED	C
Q.M.G. HOLDINGS INC.	E
QUADRANT FILM INVESTORS 1978-A	B C
QUAKER OATS COMPANY, THE	C
QUARTER ENERGY RESOURCES LTD.	C
QUASAR PETROLEUM LTD.	E
QUEBEC STURGEON RIVER MINES LIMITED	C
RAM PETROLEUMS LIMITED	C
RAMBLER OIL COMPANY	C E
RANCHMEN'S RESOURCES (1976) LTD.	E
RANGER OIL LIMITED	C E
READER'S DIGEST ASSOCIATION (CANADA) LTD.	C
REED INC.	C
RENAISSANCE 1980 LIMITED PARTNERSHIP	E
REVELSTOKE COMPANIES LTD.	C
REVENUE PROPERTIES COMPANY LIMITED	C
REXWOOD PRODUCTS LIMITED	C
RICH GROUP YELLOWKNIFE MINES LIMITED	C
RIO ALTO EXPLORATION LTD.	E
RIVERSIDE YARNS LIMITED	E F
ROGERS CABLESYSTEMS INC.	E
ROMFIELD BUILDING CORPORATION LIMITED	C
ROXY PETROLEUM LTD.	E
ROYAL BANK OF CANADA, THE	E
RUSSELL INDUSTRIES LIMITED	C
S.I.S. EXPLORATIONS CORPORATION	C
SAGEBRUSH RESOURCES LTD.	C

SANTA MARIA RESOURCES LIMITED	C
SCARBORO RESOURCES LIMITED	B E
SCINTILORE EXPLORATIONS LIMITED	E
SCOTT'S HOSPITALITY INC.	E
SCOTTISH & YORK HOLDINGS LIMITED	C E
SCUDDER SPECIAL FUND INC.	E
SEAGRAM COMPANY LTD., THE	E
SEAWAY MULTI-CORP. LIMITED	C
SEAWAY TRUST COMPANY	E
SEEMAR MINES LIMITED	A B
SHELL CANADA LIMITED	E
SHEPHERD PRODUCTS LIMITED	E"
SHININGTREE GOLD RESOURCES INC.	F
SIDEWINDER EXPLORATIONS INC.	A B C
SIFTON PROPERTIES LIMITED	C
SIGMA MINES (QUEBEC) LIMITED	E
SILVERTON RESOURCES LTD.	E
SIMCOE ERIE INVESTORS LIMITED	C
SIMPSONS-SEARS LIMITED	E
SKLAR MANUFACTURING LIMITED	C E
SLATER STEEL INDUSTRIES LIMITED	C E
SPAR AEROSPACE LIMITED	E
SPARTON MINING AND DEVELOPMENT LIMITED	C
ST.LAWRENCE CEMENT INC.	C
STERISYSTEMS LTD.	C
STRAND OIL & GAS LTD.	E
STUART HOUSE INTERNATIONAL LIMITED	C E
SUMACH RESOURCES INC.	C
SUPERIOR ACCEPTANCE CORPORATION LIMITED	E
T.G. BRIGHT & CO. LIMITED, THE	C
TALCORP ASSOCIATES LIMITED	C E
TANGLEWOOD PETROLEUM CORPORATION	E
TECTONIC ENERGY CORPORATION	E
TECUMSEH GAS STORAGE LIMITED	C
TEN THOUSAND DAY WAR, THE	E
TEX-SOL EXPLORATIONS LIMITED	C
TEXACO CANADA INC.	F
TEXAS EASTERN CORPORATION	C
THOMPSON-LUNDMARK GOLD MINES LIMITED	C E
THORNCREST EXPLORATIONS LIMITED	C
TINTINA MINES LIMITED	C
TORONTO SUN PUBLISHING CORPORATION, THE	C E
TORONTO-DOMINION BANK	E
TOTAL PETROLEUM (NORTH AMERICA) LTD.	E
TRANSALTA UTILITIES CORPORATION	E
TRANSPACIFIC ASBESTOS INC.	E F
TRICENTROL LIMITED	E
TRIMAC LIMITED	C E
TRU-WALL GROUP LIMITED	E
TTY PARAMOUNT EXPLORATION PARTNERSHIP (1978)	C
TTY PARAMOUNT PARTNERSHIP NO.4	C
TTY PARAMOUNT PARTNERSHIP NO.5	C
TTY PARAMOUNT PARTNERSHIP NO.6	C
TURBO RESOURCES LIMITED	E
U A P INC.	C
ULSTER PETROLEUMS LTD.	C
ULTRAMAR COMPANY LIMITED	C E

UNICORP FINANCIAL CORPORATION	C E
UNION CARBIDE CANADA LIMITED	C
UNITED ACCUMULATIVE FUND LTD.	A B
UNITED CANADIAN SHARES LIMITED	E
UNITED SISCOE MINES INC.	C E
UTILITIES & FUNDING CORPORATION LIMITED	A B
VAN derHOUT ASSOCIATES LIMITED	C
VERSATILE CORPORATION	C
VESTGRON MINES LIMITED	C
VETINA ENERGY RESOURCES LTD.	C
VIDEO INDUSTRIES INC.	E F
VULCAN INDUSTRIAL PACKAGING LIMITED	C E F
WAINOCO OIL CORPORATION	C E
WAJAX LIMITED	C
WARDAIR INTERNATIONAL LTD.	C
WARRINGTON INC.	C
WESDEL PORCUPINE GOLD MINES LIMITED	C
WESTCOAST TRANSMISSION COMPANY LIMITED	E
WESTFORT PETROLEUMS LTD.	E
WESTMIN RESOURCES LIMITED	E
WILANOUR RESOURCES LIMITED	C
WILLROY MINES LIMITED	C
WIMBERLEY RESOURCES LTD.	C
WRIGHT-HARGREAVES MINES LIMITED	C
YELLOWKNIFE BEAR RESOURCES INC.	C
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ALCAN CANADA PRODUCTS LIMITED	E
AMERIC MINES LTD.	A
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AVCO FINANCIAL SERVICES CANADA LIMITED	C
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BENEFICIAL FINANCE CO. OF CANADA	C
BLUFFY LAKE IRON MINES LIMITED	A B C
CANADIAN ACCEPTANCE CORPORATION LIMITED	C E
CANREIT INVESTORS LIMITED	C
CHRYSLER CREDIT CANADA LTD.	C
CONSOLIDATED MARCUS GOLD MINES LIMITED	C
CONTINENTAL BANK OF CANADA	E
COPPER GIANT MINING CORPORATION LIMITED	C
CREDIT INDUSTRIEL DESJARDINS INC.	C
EL PASO COMPANY, THE	C
ESPLANADE CENTRE LIMITED PARTNERSHIP	C
EXPLORATION AIGUEBELLE INC.	C
FISHER OIL & GAS CORPORATION	E
GASPESIE MINING COMPANY LIMITED	B
GENELCAN LIMITED	C
GENERAL DYNAMICS CORPORATION (CANADA) LIMITED	E
GENERAL TELEPHONE & ELECTRONICS CORPORATION	C
GRANEX RESOURCES CORPORATION	B
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	C
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INTERNATION SYSTCOMS LIMITED	E

KANDAHAR RESOURCES LTD.	E
KANENERGY LTD.	C
LES MINES D'OR THOMPSON OUSQUET LTEE	C
LIBERTY PETROLEUMS INC.	C
MANUFACTURERS HANOVER CORPORATION	C
MANUFACTURERS HANOVER TRUST COMPANY	C
McPHAR INSTRUMENT CORPORATION	C E
MINNESOTA MINING AND MANUFACTURING COMPANY	E
NL INDUSTRIES, INC.	C
NABU MANUFACTURING CORPORATION	C
NEWBURY EXPLORATIONS LTD.	B
NORTH WEST TRUST COMPANY	C E
NORTHWEST VENTURES LTD.	C
PACIFIC WESTERN AIRLINES	E
PANARTIC OILS LTD.	C
PILGRIM COAL CORPORATION	A
PROMED TECHNOLOGY INC.	E F
REID DOMINION PACKAGING LIMITED	C
SEABOARD LIFE INSURANCE COMPANY	C
SHARE MINES & OILS LTD.	A B
SILVER SPRING MINES LTD.	A C
SILVERSTACK MINES LTD.	C
UNITED DOMINIONS CORPORATION (CANADA) LIMITED	C
VILLENEUVE RESOURCES LTD.	E
WASP INTERNATIONAL RESOURCES INC.	E
WESCAP ENERGY CORPORATION	A

NEW ISSUE AND SECONDARY FINANCING

TORONTO DOMINION MORTGAGE FUND

A final receipt was issued November 26, 1981 for a prospectus dated November 25, 1981 offering for sale, in Ontario, on a continuous basis, mutual fund trust units of the fund at net asset value. A summary statement was filed concurrently with the prospectus dated November 25, 1981.

Administrator and
Principal Distributor: A Canadian chartered bank

THE NORTH SHORE

A final receipt was issued November 25, 1981 for a prospectus dated November 18, 1981 qualifying for sale in Ontario 400 limited partnership units at a price of $17,500 per unit to net the partnership $6,510,000 before issue expenses estimated at $128,000.

Promoter: Shelter Corporation of Canada Limited

Agent: Richardson Securities of Canada

PRELIMINARY PROSPECTUSES WITHDRAWN

SUN CREEK

The preliminary prospectus dated September 18, 1981 has been withdrawn at the request of the Company.

WALWYN INC.

The preliminary prospectus dated April 27, 1981 of Walwyn Inc. has been withdrawn at the request of the Company.

PRELIMINARY PROSPECTUSES RECEIVED

November 26, 1981

Sogevex Inc.

There is no offering. This preliminary prospectus was filed pursuant to section 52(2) of the Securities Act, 1978.

November 27, 1981

Barrtor American Fund

Offering trust units at net asset value.

Distributor: Cassels, Blaikie & Co. Limited

Shadowfax Resources Ltd.

Offering 750,000 common shares (without nominal or par value) at a price of $ * per share.

Underwriter: Yorkton Securities Inc.

November 30, 1981

The Consumers' Gas Company Ltd. National Issue - Ontario

Offering $ * , * common shares (without par value) at a price of $ * per share.

Underwriters: Dominion Securities Ames Limited
Burns Fry Limited
Pitfield Mackay Ross Limited

AMENDMENT RECEIVED

November 26, 1981

Bank of Montreal

Amendment #1 dated November 26, 1981 to prospectus dated November 24, 1981.

DECEMBER 1981

TERMINATIONS

SECURITIES

INVESTMENT COUNSEL and as PORTFOLIO MANAGER

Donald McLaren Limited,
76 Kimbark Blvd.,
Toronto, Ontario.
M5N 2Y1,
(effective November 18, 1981) Lapsed

SECURITIES DEALER

Actuate Securities Corporation,
Suite 1400,
10 King Street East,
Toronto, Ontario.
M5C 1A2.
(effective November 30, 1981) Lapsed - Conditions of registration not having been met.

Gordon, Lloyd-Price Investments Limited,
11 Adelaide Street West,
Suite 604,
Toronto, Ontario.
M5H 1L9.
(effective November 20, 1981) Lapsed - Conditions of registration not having been met.

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF MATERIAL
FILED FOR MONTH OF NOVEMBER 1981

	1981	1980	January 1, - Nov. 30, 1981	January 1 - Nov. 30, 1980
Insider Trading Reports	1734	1711	20799	19556
Annual and Interim Financial Reports	569	621	6299	6002
Take-Over Circulars	25	10	125	89
Proxy Solicitations and Information Circulars	95	93	1595	1490
Miscellaneous Information to Shareholders	934	951	10089	9091
Report of Material Change	37	53	487	545

DISCLOSURE SECTION
COMPARATIVE STATISTICAL REPORT OF PRIVATE PLACEMENTS
FILED FOR MONTH OF NOVEMBER 1981

FORM 20

January 1, 1981 - October 31, 1981		
3053 Reports	$ 4,736,854,767.00	Equity
374 Reports	1,309,771,819.00	Debt
November, 1981		
426 Reports	246,021,732.00	Equity
54 Reports	67,534,701.00	Debt
Total to date		
3479 Reports	4,982,876,499.00	Equity
428 Reports	1,377,306,701.00	Debt
	$ 6,360,183,200.00	

FORM 21

January 1, 1981 - October 31, 1981		
195 Reports	$ 98,389,385.00	Equity
16 Reports	9,961,362.00	Debt
November, 1981		
7 Reports	266,020.00	Equity
Reports	nil	Debt
Total to date		
102 Reports	98,655,405.00	Equity
16 Reports	9,961,362.00	Debt
	$ 108,617,167.00	

FORMS 11 AND 19 SCHEDULES 1 AND 2

January 1, 1980 - October 31, 1980		
1300 Reports	$ 1,135,198,514.75	Equity
736 Reports	1,350,103,989.40	Debt
November, 1980		
189 Reports	173,161,093.25	Equity
174 Reports	39,162,600.00	Debt
Total to date		
1489 Reports	1,308,359,608.00	Equity
910 Reports	1,389,266,589.40	Debt
	$ 2,697,626,197.40	

FORMS 12 AND 19 SCHEDULE 3

January 1, 1980 - October 31, 1980		
169 Reports	$ 83,068,184.34	Equity
17 Reports	32,729,173.63	Debt
November, 1980		
14 Reports	17,327,928.76	Equity
Reports	nil	Debt
Total to date		
183 Reports	100,396,113.10	Equity
17 Reports	32,729,173.63	Debt
	$ 133,125,286.73	

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IN THE MATTER OF BACHE HALSEY STUART
CANADA LTD. AND THE TORONTO STOCK EXCHANGE 493C - 513C

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COCKFIELD BROWN INC.	(OFFEREE)	14I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	14I
IRVCO RESOURCES LIMITED	(OFFEREE)	14I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	14I
LANSCO PETROLEUM INC.	(OFFEREE)	14I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	14I
PALLISER RESOURCES	(OFFEREE)	14I
TEXACO INTERNATIONAL FINANCIAL CORPORATION	(OFFEROR)	14I
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THE NORTH SHORE	80K

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BARRTOR AMERICAN FUND		81K
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CANADIAN MEDICAL ASSOCIATION INVESTMENT FUND		315B
CANADIAN MEDICAL ASSOCIATION		315B
CAPITAL DYNAMICS LIMITED		68D
CURRIE ROSE RESOURCES INC.		68D
DAVID LEVIN		319B
DOME CANADA LIMITED	S.73	312B
DOME ENERGY LIMITED	S.99	311B
GULCH RESOURCES LTD.		319B
HUDSON'S BAY, OIL & GAS COMPANY LIMITED	S.99	311B
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LEISURE WORLD NURSING HOMES LIMITED	S.140	307B
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THE TORONTO STOCK EXCHANGE		493C, 328B
TORONTO DOMINION MORTGAGE FUND		80K
UNION GAS LIMITED	S.73	305B
WALWYN INC.		80K

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Ontario
Securities
Commission

OSC Bulletin

DECEMBER 11, 1981

VOLUME 2 #22/81

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COCKFIELD BROWN INC.,
EXTENDICARE LTD., 489060 ONTARIO LTD.,
SIGNUM COMMUNICATIONS INC., 243978 ALBERTA LTD.
F.R. BALMER, H. MICHAEL BURNS, RAYMOND W.
COLLINGTON, JOHN DRUMMOND FRANCIS, PETER WILLIAM
HUNTER, HAROLD L. LIVERGANT AND N. DOUGLAS
MACDONALD

TAKE NOTICE that the Ontario Securities Commission (the "Commission") will hold a hearing at its offices on the 6th floor, 10 Wellesley Street East, Toronto on Tuesday the 15th day of December, 1981 at 2:30 o'clock in the afternoon, or so soon thereafter as a hearing can be held, to consider whether it would be in the public interest to continue the Temporary Order made on December 4th 1981 pursuant to section 124 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that the exemptions contained in sections 34, 71, 72 and 88 of the Act do not apply to:

COCKFIELD BROWN INC. of Montreal, Quebec
EXTENDICARE LTD. of Toronto, Ontario
489060 ONTARIO LTD. of Toronto, Ontario
SIGNUM COMMUNICATIONS INC. of Toronto, Ontario
243978 ALBERTA LTD., of Calgary, Alberta
F.R. BALMER of Toronto, Ontario
H. MICHAEL BURNS of Toronto, Ontario
RAYMOND W. COLLINGTON of Mississauga, Ontario
JOHN DRUMMOND FRANCIS of Calgary, Alberta
PETER WILLIAM HUNTER of Toronto, Ontario
HAROLD L. LIVERGANT of Toronto, Ontario, and
N. DOUGLAS MACDONALD of Toronto, Ontario

by reason of the following allegations:

1. THE OPTION TO 489060 ONTARIO LTD.

1. Cockfield Brown Inc. ("CB") is incorporated under the Canada Business Corporations Act (the "CBCA") and is a reporting issuer to the Commission. Its shares are traded on the Toronto Stock Exchange (the "TSE"). Raymond W. Collington is the Chairman, Chief Executive Officer and a director of CB; F.R. Balmer is the Senior Vice President, Administration and Finance, the Chief Financial Officer and a director of CB.

2. 489060 Ontario Limited (the "Subsidiary") is a wholly-owned subsidiary of Extendicare Ltd. ("Extendicare"). Harold L. Livergant ("Livergant") is the Chairman and Chief Executive Officer of the Subsidiary and President and Chief Operating Officer of Extendicare; H. Michael Burns is a director of the Subsidiary and the Chairman and Chief Executive Officer of Extendicare.

3. On November 19, 1981, CB granted to the Subsidiary an option (the "Option") to purchase 100,000 common shares of CB at a price of $5.25 per share. Notice of the Option was given to the TSE on November 20, 1981, the day on which the Subsidiary exercised the Option.

4. On November 23, 1981, the Filing Committee of the TSE (the "Committee"), having determined that the granting of the Option was in violation of TSE By-law 19-06(1), decided that it would not accept notice of the Option unless the Option was approved by the shareholders of CB within 90 days of that date, with no votes being cast in respect of the shares purchased pursuant to the Option.

5. On November 23, 1981, the Subsidiary made an offer by circular (the "Offer") to purchase all the issued and outstanding common shares of CB at a price of $5.25 per share.

6. On November 25 and on November 27, 1981 the TSE requested CB and Extendicare to announce publicly that they would comply with the decision of the Committee and reverse the issuance of shares under the Option if the decision of the Committee were upheld after all appeals were taken and the requisite shareholder approval were not obtained. These requests were refused.

7. The Committee has found in the first instance a violation of the TSE By-law whose breach, if upheld on appeal yet persisted in, will result in the delisting of all CB shares. It is not in the public interest that CB, Extendicare, the Subsidiary and their principals should refuse public assurances of compliance in the event that the Committee decision is sustained on appeal. The uncertain status of the 100,000 CB shares issued under the Option, and of all CB common shares, is prejudicial to CB shareholders in general: a situation exacerbated by the current take-over bid by the Subsidiary. Further, the refusal of the parties named in this matter to comply with a request of the TSE reasonably made to maintain public confidence in the market, exhibits a disregard for a regulatory body and for a regulated capital market. It is in the public interest that the Commission should discourage, by sanction, such disregard.

II. MARKET PURCHASES BY 243978 ALBERTA LTD. AND SIGNUM COMMUNICATIONS INC.

8. 243978 Alberta Ltd. (the "Alberta company") is a private company, wholly-owned by John Drummond Francis ("Francis").

9. Signum Communications Inc. ("Signum") is a private company, 48% controlled by Peter William Hunter and 48% controlled by N. Douglas Macdonald ("Macdonald").

10. About March 9, 1981 the Alberta company began purchasing CB shares through the facilities of the TSE. By about May 28, 1981, it had acquired in excess of 10% of the issued and outstanding CB shares.

11. In the period of approximately May 1, 1981 to August 14, 1981, certain parties purchased CB shares through the facilities of the TSE. These parties and the Alberta company intended to exercise jointly or in concert the voting rights attaching to the CB shares they acquired.

12. Signum began purchasing CB shares through the TSE about September 24, 1981 and by about October 6, 1981 Signum and Hunter held more than 10% of its issued outstanding shares. On or about October 6, 1981, the Alberta company and Signum agreed to act in concert with respect to their holdings in CB.

13. Both the Alberta company and Signum violated Part XXIII of the TSE By-laws with the result that the Alberta company, from and after May 28, 1981, made a take-over bid without compliance with the CBCA and the Alberta company and Signum, from and after October 6, 1981, made a take-over without compliance with the Act. The number of shares of CB purchased in violation of Part XXIII of the TSE BY-laws was 46,871 by the Alberta company and 8,642 by Signum.

14. These breaches of the provisions of by By-laws of the TSE, the CBCA and the Act evidence a serious indifference to the rules governing take-over bids and the public interest which they serve.

AND TAKE NOTICE that any party to the proceeding may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat.

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

December 8, 1981.

COCKFIELD BROWN INC.,
489060 ONTARIO LTD., 243978 ALBERTA INC.
AND SIGNUM COMMUNICATIONS INC.

WHEREAS on December 4, 1981, the Ontario Securities Commission (the "Commission") made a Temporary Order pursuant to section 123 of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that trading in the following common shares of Cockfield Brown Inc. should cease forthwith for a period of 15 days:

1. one hundred thousand (100,000) shares now held by 489060 ONTARIO LTD.;

2. forty-six thousand, eight hundred seventy-one (46,871) shares now held by 243978 ALBERTA LTD.; and

3. eight thousand six hundred forty-two (8,642) shares now held by SIGNUM COMMUNICATIONS INC.

TAKE NOTICE that the Commission will hold a hearing at its offices on the 6th floor, 10 Wellesley Street East, Toronto, on Tuesday, the 15th day of December, 1981 at 2:30 o'clock in the afternoon, or so soon thereafter as the hearing can be held, to consider whether it would be in the public interest to order pursuant to section 123 of the Act that the said Temporary Order be made permanent by reason of the following allegations:

1. SHARES HELD BY 489060 ONTARIO LTD.

1. Cockfield Brown Inc. ("CB") is incorporated under the Canada Business Corporations Act (the "CBCA") and is a reporting issuer to the Commission. Its shares are traded on the Toronto Stock Exchange (the "TSE"). Raymond W. Collington is the Chairman, Chief Executive Officer and a director of CB; F.R. Balmer is the Senior Vice President, Administration and Finance, the Chief Financial Officer and a director of CB.

2. 489060 Ontario Limited (the "Subsidiary") is a wholly-owned subsidiary of Extendicare Ltd. ("Extendicare"). Harold L. Livergant ("Livergant") is the Chairman and Chief Executive Officer of the Subsidiary and President and Chief Operating Officer of Extendicare; H. Michael Burns is a director of the Subsidiary and the Chairman and Chief Executive Officer of Extendicare.

3. On November 19, 1981, CB granted to the Subsidiary an option (the "Option") to purchase 100,000 common shares of CB at a price of $5.25 per share. Notice of the Option was given to the TSE on November 20, 1981, the day on which the Subsidiary exercised the Option.

4. On November 23, 1981, the Filing Committee of the TSE (the "Committee"), having determined that the granting of the Option was in violation of TSE By-law 19-06(1), decided that it would not accept notice of the Option unless the Option was approved by the shareholders of CB within 90 days of that date, with no votes being cast in respect of the shares purchased pursuant to the Option.

5. On November 23, 1981, the Subsidiary made an offer by circular (the "Offer") to purchase all the issued and outstanding common shares of CB at a price of $5.25 per share.

6. On November 25 and on November 27, 1981 the TSE requested CB and Extendicare to announce publicly that they would comply with the decision of the Committee and reverse the issuance of shares under the Option if the decision of the Committee were upheld after all appeals were taken and the requisite shareholder approval were not obtained. These requests were refused.

7. It is contrary to the public interest in an orderly capital market that shares issued in apparent violation of a TSE By-law, especially when held by a party who is the offeror in a take-over bid, should be traded pending the ultimate determination of their status or in the absence of satisfactory undertakings concerning them, given to a regulatory body.

II. SHARES HELD BY 243978 ALBERTA LTD. AND SIGNUM COMMUNICATIONS INC.

8. 243978 Alberta Ltd. (the "Alberta company") is a private company, wholly-owned by John Drummond Francis ("Francis").

9. Signum Communications Inc. ("Signum") is a private company, 48% controlled by Peter William Hunter and 48% controlled by N. Douglas Macdonald ("Macdonald").

10. About March 9, 1981 the Alberta company began purchasing CB shares through the facilities of the TSE. By about May 28, 1981, it had acquired in excess of 10% of the issued and outstanding CB shares.

11. In the period of approximately May 1, 1981 to August 14, 1981, certain parties purchased CB shares through the facilities of the TSE. These parties and the Alberta company intended to exercise jointly or in concert the voting rights attaching to the CB shares they acquired.

12. Signum began purchasing CB shares through the TSE about September 24, 1981 and by about October 6, 1981 Signum and Hunter held more than 10% of its issued outstanding shares. On or about October 6, 1981, the Alberta company and Signum agreed to act in concert with respect to their holdings in CB.

13. Both the Alberta company and Signum violated Part XXIII of the TSE By-laws with the result that the Alberta company, from and after May 28, 1981, made a take-over bid without compliance with the CBCA and the Alberta company and Signum, from and after October 6, 1981, made a take-over without compliance with the Act. The number of shares of CB purchased in violation of Part XXIII of the TSE BY-laws was 46,871 by the Alberta company and 8,642 by Signum.

14. It is contrary to the public interest in an orderly capital market that shares acquired in contravention of the By-laws of the TSE, the CBCA and the Act should be traded.

AND TAKE NOTICE that any party to the proceeding may be represented by counsel of his choice at the hearing if he attends or submits evidence thereat.

AND TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in his absence and he is not entitled to any further notice in the proceedings.

December 8, 1981.

NOTICE

RE: TURBO RESOURCES LIMITED - FOLLOW-UP OFFER TO SHAREHOLDERS OF MERLAND EXPLORATIONS LIMITED

Turbo Resources Limited has applied to The Ontario Securities Commission for an order extending the time within which Turbo must complete its follow-up offer to shareholders of Merland Explorations Limited for up to 60 days beyond December 29, 1981. Turbo acquired control of Merland in June 1981 at a price of $13 1/8 per share of Merland.

Turbo's application will be heard by the Commission at its offices on the 6th Floor, 10 Wellesley Street East, Toronto on Monday, December 21, 1981, at 2:30 P.M.

NOTICE

DRAFT AMENDMENT TO NATIONAL POLICY #2

The Alberta Securities Commission has recently published the Report of the Task Force Respecting National Policy #2 and a draft amendment of Part B of the Policy. At the October meeting of the Canadian Securities Administrators the Commission agreed to publish the draft for comment.

Comments regarding the draft are invited. Submissions should be received no later than Friday, February 26, 1982 and will be available for public inspection unless confidentiality is specifically requested. Copies of all submissions should be addressed to each of the following:

The Chairman
Alberta Securities Commission
11th Floor
Capitol Square
10065 Jasper Avenue
Edmonton, Alberta
T5J 3B1

The Secretary
Ontario Securities Commission
6th Floor
10 Wellesley Street East
Toronto, Ontario
M7A 2H7

Mr. Rupert Bullock
Superintendent of Brokers Office
800 - 1050 West Pender Street
Vancouver, British Columbia
V6E 3S7

Mr. C. Hart
Deputy Director, Professional Affairs
Association of Professional Engineers of Ontario
1027 Yonge Street
Toronto, Ontario
M4W 3E5

Mr. Murray Peden, Q.C.,
Manitoba Securities Commission
1128 - 405 Broadway Avenue
Winnipeg, Manitoba
R3C 3L6

Mr. Merrill Wigginton
Registrar of Securities
P.O. Box 2000
Charlottetown, P.E.I.
C1A 7N8

Mr. Wallace McMurray
Office of the Administrator
Provincial Building
110 Charlotte Street
St. John, New Brunswick
E2L 2J4

Mr. Paul Guy
Quebec Securities Commission
P.O. Box 246
Stock Exchange Tower
Montreal, Quebec
H4Z 1G3

Mr. Gerald Tessier, Q.C.
Registrar of Deeds,
Companies and Securities
P.O. Box 4750
Confederation Building
St. John's, Newfoundland
A1C 5T7

Mrs. Cathy Mason
Securities Officer
Registry of Securities
1680 Granville Street
Halifax, Nova Scotia

Mr. John Lawson
Dept. of Consumer and
Corporate Affairs
Government of Yukon
Box 2703
Whitehorse, Yukon
Y1A 2C6

Mr. Ken Stevenson
Saskatchewan Securities
Commission
308, Towne Sq.
1919 Rose Street
Regina, Saskatchewan
S4P 3V7

Mr. Gary MacDougall
Government of the Northwest
Territories
P.O. Box 1320
Yellowknife, N.W.T.
X0E 1H0

BLUFFY LAKE IRON MINES LIMITED

WHEREAS Bluffy Lake Iron Mines Limited is a company incorporated under the laws of Ontario;

AND WHEREAS Bluffy Lake Iron Mines Limited has made an application, which application was received on November 5, 1981 and perfected on November 26, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS Bluffy Lake Iron Mines Limited has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Bluffy Lake Iron Mines Limited be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Bluffy Lake Iron Mines Limited is in Ontario, provided that by vote of the security holders of Bluffy Lake Iron Mines Limited, taken at the next annual meeting, a majority of shareholders shall approve of this exemption, and the results of such votes shall be reported to the Commission in writing within 3 days of taking the vote.

December 4, 1981.

"Henry J. Knowles" "Harry S. Bray"

PYTHON RESOURCES & INVESTMENT CORPORATION

UPON the application, received in completed form on November 23, 1981 of Python Resources & Investment Corporation (the "Issuer") a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 2, 1981.

"John F. Leybourne"

LORMAC EXPLORATIONS LIMITED

UPON the application, received in completed on November 18, 1981, of Lormac Explorations Limited (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 7, 1981.

"John F. Leybourne"

NEWMEX GOLD RESOURCES INC.

UPON the application, received in completed form on November 26, 1981, of Newmex Gold Resources Inc. (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 7, 1981.

"John F. Leybourne"

KAMLO GOLD MINES LIMITED

UPON the application, received in completed on November 26, 1981, of Kamlo Gold Mines Limited (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 7. 1981.

"John F. Leybourne"

SPIRIT LAKE EXPLORATIONS LIMITED

UPON the application, received in completed form on November 30, 1981, of Spirit Lake Explorations Limited (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 othe Act, having assigned to me the power to make suchan order where a reporting issuer satisfies me that iis dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted frofiling with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 4, 1981.

"John F. Leybourne"

PARAGON EXPLORATIONS LIMITED

UPON the application, received in completed form on November 30, 1981, of Paragon Explorations Limited (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466 (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 ofthe Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 2, 1981.

"John F. Leybourne"

HARLEQUIN ENTERPRISES LIMITED

UPON the application, filed August 2, 1981 and perfected on October 2, 1981, of Harlequin Enterprises Limited ("Harlequin"), a company subject to the laws of Canada, to the Ontario Securities Commission ("Commission") pursuant to section 82 of the Securities Act, R.S.O. 1980, c. 466 (the "Act").

AND UPON it being represented that Harlequin now has fewer than fifteen security holders resident in Ontario;

AND UPON the Commission being of the opinion that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that Harlequin be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of Harlequin is in Ontario.

December 3, 1981.

"Henry J. Knowles" "Harry S. Bray"

THE MUNICIPAL MORTGAGE FUND

WHEREAS The Municipal Mortgage Fund is a fund organized under the laws of Ontario;

AND WHEREAS The Municipal Mortgage Fund has made an application, which application was received on August 18, 1981 , and perfected on November 30, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS The Municipal Mortgage Fund has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that The Municipal Mortgage Fund be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of The Municipal Mortgage Fund is in Ontario.

December 3, 1981.

"John F. Leybourne"

CARDAY URANIUM MINES INC.

UPON the application, received in perfect form on November 26, 1981, of Carday Uranium Mines Inc. (the "Issuer"), a Company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") for an order pursuant to Section 79(b)(iii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act") and Commission Policy 3-36 exempting the Issuer from the requirements of Sections 76 and 78 of the Act;

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an order where a reporting issuer satisfies me that it is dormant or inactive in the sense used in Commission Policy 3-36;

AND UPON being satisfied that in the circumstances of this particular case there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 79(b)(iii) of the Act that the Issuer be and hereby is exempted from filing with the Commission and sending to holders of its securities interim financial statements;

AND IT IS FURTHER ORDERED that these exemptions shall terminate thirty days after the occurrence of a material change in the Issuer's affairs unless the Issuer satisfies the Commission that such exemptions should continue.

December 8, 1981.

"John F. Leybourne"

EXEMPT PURCHASER

HCI HOLDINGS

The Commission granted recognition to HCI Holdings Ltd. as an exempt purchaser under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

IN THE MATTER OF DATALINE INC.

UPON the application, received on July 20, 1981 in completed form, of Dofasco Employees' Savings and Profit Sharing Fund and Dofasco Supplementary Retirement Income Plan (the "Applicants") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 99(a) of the Securities Act, R.S.O. 1980, c.466 (the "Act") that they shall not be obligated to comply with subsection 91(1) of the Act with respect to the common shares of Dataline Inc. ("Dataline");

AND UPON the Applicants having given notice to the shareholders of Dataline resident in Ontario that a hearing would be held on November 19, 1981;

AND UPON reading the application and a letter from a shareholder of Dataline;

AND UPON hearing on November 19, 1981, counsel for the Applicants, a shareholder of Dataline and counsel for the staff of the Commission;

AND UPON it appearing that:

1. On May 8, 1981 the Applicants acquired from York Centre Corporation at a price of $10.50 per share a total of 88,000 common shares of Dataline which represented 34.0% of the outstanding voting securities of Dataline;

2. The common shares of Dataline are listed on The Toronto Stock Exchange;

3. On May 8, 1981, the market price of the common shares of Dataline, as defined in section 162 of the Regulation under the Act, was less than $10.50;

4. Parcorp Limited owns 50.3% of the outstanding voting shares of Dataline;

5. Dataline was incorporated under the laws of Ontario; and

6. In the absence of this order, the Applicants would be obligated to make an offer pursuant to subsection 91(1) of the Act with respect to Dataline;

AND UPON the Commission finding that the Applicants did not acquire through the acquisition

of the Dataline common shares the power or authority to control the business or affairs of Dataline;

AND UPON the Commission being of the opinion that to do so would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 99(a) of the Act that the Applicants shall not be obligated to comply with subsection (1) of section 91 of the Act with respect to the common shares of Dataline on condition that the Applicants consent forthwith to the Commission making an order pursuant to section 124 of the Act that the exemptions contained in subsection (2) of section 88 of the Act do not apply to the Applicants in respect of any take-over bid for the shares of Dataline.

2nd December, 1981.

"Harry S. Bray" "R.T. Morgan"
"W.A. Simonton" "E.S. Miles"
"G.M. Webster" "Stuart Thom"
"A.T. Holland"

DOFASCO EMPLOYEES' SAVINGS AND PROFIT SHARING FUND AND DOFASCO SUPPLEMENTARY RETIREMENT INCOME PLAN

WHEREAS on December 3, 1981 the Ontario Securities Commission (the "Commission") ordered pursuant to section 99 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that Dofasco Employees' Savings and Profit Sharing Fund and Dofasco Supplementary Retirement Income Plan (the "Funds") were exempt from the requirements of subsection 91(1) of the Act in connection with their purchase from York Centre Corporation of a total of 88,000 shares of Dataline ("Dataline") on condition that the Funds consent to this order;

AND UPON the Funds having consented to this order;

AND UPON the Commission having formed the opinion that to do so is in the public interest;

IT IS ORDERED, pursuant to section 124 of the Act, that none of the exemptions in subsection 88(2) of the Act shall apply to the Funds to exempt a take-over bid made by the Funds for securities of Dataline from the requirements of Part XIX of the Act.

2nd December, 1981.

"Harry S. Bray" "R.T. Morgan"
"W.A. Simonton" "E.S. Miles"
"Stuart Thom" "G.M. Webster"
"A.T. Holland"

IN THE MATTER OF MAGNA INTERNATIONAL INC.

UPON the application received on November 26, 1981 and perfected on November 30, 1981 of Magna International Inc. (the "Applicant") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 99(e) of the Securities Act, R.S.O. 1980, C.466 (the "Act");

AND UPON it appearing that:

1. The Applicant and 497150 Ontario Limited have entered into an agreement dated as of November 1, 1981 (the "Agreement") for the purchase by 497150 Ontario Limited of certain of the assets of the Applicant, by the terms of which 497150 Ontario Limited will deliver to the Applicant for cancellation 94,690 Class B shares and 62,810 Class A common shares of the Applicant as partial satisfaction of the purchase price in the aggregate amount of $1,575,000, being $10 per share.

2. The Agreement is conditional upon approval by shareholders of the Applicant through a special resolution to be considered at a general meeting of shareholders called for December 10, 1981.

3. The Agreement is also subject to a proviso which would entitle 497150 Ontario Limited to pay more on account of the purchase price by delivering to the Applicant for cancellation an additional 36,000 Class A common shares of the Applicant as further partial satisfaction in the aggregate amount of $360,000, being $10 per share. (Both the shares already agreed to be delivered, aggregating 157,500 Class A common shares and Class B shares, and the additional 36,000 Class A common shares which may be transferred are herein identified as the "Shares").

4. The Shares will represent shares which were transferred to 497150 Ontario Limited on or before December 10, 1981 by Helmut Hofmann, Murray Kingsburgh and James Renner being employees of the Applicant and promoters and employees of 497150 Ontario Limited in order to provide for such employees' investment in 497150 Ontario Limited and on the understanding that such Shares would be delivered by 497150 Ontario Limited as partial consideration for the purchase of the assets from the Applicant.

5. The Shares represent less than 5% of the issued and outstanding shares in each of the affected classes of shares of the Applicant.

6. The Commission is of the opinion that to grant this order would not be prejudicial to the public interest.

IT IS ORDERED pursuant to section 99(e) of the Act that, subject to confirmation by shareholders of the Applicant (other than Helmut Hofmann, Murray Kingsburgh and James Renner and any of their respective associates) of the special resolution mentioned in paragraph 2 above, the purchase for cancellation by the Applicant of the Shares be and is hereby exempted from the requirements of Part XIX of the Act.

4th December, 1981.

"Henry J. Knowles" "Harry S. Bray"

NATIONAL RESOURCE EXPLORATIONS LTD.

UPON the application received on November 17, 1981 (the "Application") of National Resource Explorations Ltd. ("National") to the Ontario Securities Commission (the "Commission") for an order pursuant to section 140 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON the Application having been perfected on November 23, 1981;

AND UPON the Commission having read the Application and the recommendations of counsel for the staff of the Commission;

AND UPON it appearing to the Commission that:

1. National is required by paragraph 8 of a prior section 73 ruling of the Commission, dated June 11, 1981 and styled In the Matter of National Resource Explorations Ltd. as amended by orders dated August 4, 1981 and October 16, 1981 (collectively the "Prior Ruling"), to file and obtain a receipt for a prospectus under subsection 52(2) of the Act on or before October 30, 1981 as a condition precedent to the completion by National of certain trades currently being made by National under the Prior Ruling;

2. National did not file and obtain a receipt for a prospectus under subsection 52(2) of the Act by October 30, 1981;

AND UPON it appearing to the Commission that to make the requested order would not be prejudicial to the public interest;

NOW THEREFORE it is ordered that the Prior Ruling be and is hereby varied by striking out the date "October 30, 1981", in paragraph 8 thereof and by substituting therefor the date "December 9, 1981" provided that:

1. National shall permit any Limited Partner who has subscribed for common shares of National pursuant to the Prior Ruling to withdraw the funds which accompanied his subscription by written notice to National given by such Limited Partner at any time during the ten business days next following receipt by such Limited Partner of a copy of this order; and

2. National shall forthwith furnish to each Limited Partner a copy of this order with a covering letter drawing to such Limited Partner's attention the effect of this order on when he can trade the common shares of National acquired pursuant to the Prior Ruling;

9th December, 1981.

"Henry J. Knowles" "Harry S. Bray"

IN THE MATTER OF NORTHUMBERLAND MINES LIMITED

UPON the application of Goulding, Rose & Turner Limited (the "Applicant") on behalf of itself and other persons or companies (the Purchasers") to the Ontario Securities Commission (the "Commission") for a ruling pursuant to section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that proposed trades by the Purchasers of certain common shares issued by Northumberland Mines Limited ("Northumberland") from its treasury to the Purchasers pursuant to one of the terms of an offering of Units sold during the first six months of 1980, which common shares were acquired by the Purchasers pursuant to exemptions from the registration and prospectus requirements contained in sections 34(1)21 and 71(1)(p), respectively, of the Act, are not subject to section 52 of the Act provided that all requirements of subsection 71(4) are complied with in respect of such common shares except for paragraph (b)(iii) thereof;

AND UPON reading the application and hearing counsel for the Applicant and staff of the Commission;

IT IS RULED that the application be and hereby is denied.

26th November, 1981.

"Henry J. Knowles"
"W.A. Simonton"
"Stuart Thom"
"R.T. Morgan"
"Harry S. Bray"
"S.M.D. Beck"
"E.S. Miles"
"A.T. Holland"

IN THE MATTER OF THE SECURITIES ACT

AND

IN THE MATTER OF NORTHUMBERLAND MINES LIMITED

Hearing: November 19, 1981

Present:	Henry J. Knowles, Q.C.	--	Chairman
	Harry S. Bray, Q.C.	--	Vice-Chairman
	Stanley M.D. Beck	--	Commissioner
	Robert T. Morgan	--	Commissioner
	Edgar S. Miles	--	Commissioner
	William A. Simonton, FCA	--	Commissioner
	Stuart Thom, Q.C.	--	Commissioner
	Alfred T. Holland	--	Commissioner
	Steven R. Coxford	--	Counsel to the Applicant
	M. Margaret Haig	--	Staff Counsel

This application was brought under section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") for an order exempting the applicants from the statutory hold periods provided in section 71(4)(b). The applicant, a registered dealer, was one of the purchasers of an offering of units of Northumberland Mines Limited ("Northumberland") sold during the first half of 1980 through an offering made under an offering memorandum relying upon the exemption from the prospectus requirements contained in section 71(1)(p) of The Securities Act, 1978.

The offering consisted of 33 units, priced at $15,000 per unit, with each unit consisting of 13,333 common shares of Northumberland, the right to expend $10,000 on exploration and be reimbursed in shares at a formula price, and a royalty interest. The closing of the purchase and sale of the units was effected on June 20, 1980 and each purchaser advanced the whole of the purchase money on that date.

Section 71(4)(b)(iii) provides that the first trade in securities previously acquired pursuant to section 71(1)(p), other than a further exempt trade, is a distribution (requiring a prospectus) unless the securities are listed and posted for trading on a recognized stock exchange and have been held for one year from the date of the initial trade or the date the issuer became a reporting issuer, whichever is later. Northumberland has been a reporting issuer for longer than one year. The common shares of Northumberland were listed and posted for trading on The Toronto Stock Exchange ("TSE") on July 3, 1981. $10,000 of the unit price was allocated for expenditure for exploration. Shares were allotted at $1 per share and a total of 330,000 were issued, representing $10,000 allocated from the proceeds of each of the 33 units. The expenditures qualified as Canadian exploration expenses as defined by the Income Tax Act (Canada) on behalf of the subscriber. As at September 30, 1980, $63,360 had been spent on exploration and on November 26, 1980 the directors allotted 63,360 shares pro rata among the subscribers. By December 31, 1980 an additional $179,086 had been spent on exploration and on February 11, 1981 an equivalent number of shares were allotted by the directors. By February 28, 1981 the balance of $87,554 had been expended and on April 28, 1981 87,554 shares had been allotted.

The scheme of present legislation is to permit "private placements" to persons or companies not requiring the statutory prospectus protections. Opportunities for what have been called "back-door underwriting" are inhibited by substituting for the previous "investment intent" concept a statutory hold period which starts only when the issuer of the securities is or becomes a reporting issuer subject to the requirements and obligations which flow from that status. This statutory hold period was brought to the attention of prospective subscribers in the offering memorandum.

At the time of the subscription, June 20, 1980, the statutory hold period imposed on the subscribers by section 71(4)(b)(iv) was at least eighteen months. A listing on the TSE reduces the statutory hold period from eighteen months to twelve months as we have previously noted.

It was argued that the "hold period" ought to commence to run on July 20, 1980, the date the money was advanced. It was further stated in the application,

> "As of that date the subscriber had done everything which lay in his power, to perfect his right to receive all of the securities to which he might ultimately be entitled."

In order to obtain the full tax benefit, the subscriber could not take down shares unless and until his funds had been spent on exploration. If they were never spent he would never have the entitlement. In our view the dates on which the subscribers took their shares, and from which the hold period must be calculated, were the dates of the allotment of the shares. We see no ground for abridging the statutory hold periods. The application was therefore denied.

26th November, 1981.

"Henry J. Knowles"
"R.T. Morgan"
"W.A. Simonton"
"A.T. Holland"

"Harry S. Bray"
"S.M. Beck"
"E.S. Miles"
"Stuart Thom"

CEASE TRADING ORDERS

BOREALIS EXPLORATION LIMITED

The cease trading order dated November 30, 1981, was rescinded December 8, 1981, the company being now up-to-date with its filings.

CAPITAL DYNAMICS LIMITED

The cease trading order dated November 30, 1981, is rescinded December 7, 1981, the compnay being now up-to-date with its filings.

INCUBUS PRODUCTIONS INC., AND "INCUBUS"

O R D E R

WHEREAS on the 5th day of July, 1979, the Ontario Securities Commission (the "Commission"), pursuant to Section 6 of the Securities Act, R.S.O. 1980, c.466, (the "Act"), assigned to the Director the powers of the Commission under Section 123 of the Act, to be exercised only where a reporting issuer has failed to file financial statements, auditors' reports thereon or interim financial statements required to be filed under Part XVII of the Act;

AND WHEREAS the securities of

INCUBUS PRODUCTIONS INC., AND "INCUBUS"

(the "reporting issuer") currently are subject to a Temporary Order of the Director made under subsection 3 of Section 123 of the Act on the 3rd day of December, that trading in the securities of the reporting issuer cease forthwith for a period of fifteen days and that notice of a hearing to be held by the Director within the said period be given;

AND WHEREAS the Director is satisfied that the reporting issuer now has complied with the continuous disclosure requirements under Part XVII of the Act and has remedied its default in respect of such requirements;

IT IS ORDERED that the said Temporary Order of the Director dated the 3rd day of December 1981, be and is hereby revoked as of the 8th day of December 1981.

7th December, 1981.

"John F. Leybourne"

COCKFIELD BROWN INC.,
489060 ONTARIO LTD., 243978 ALBERTA INC.
AND SIGNUM COMMUNICATIONS INC.

TEMPORARY ORDER
(Section 123(3))

UPON the Ontario Securities Commission (the "Commission") being of the opinion that such action is in the public interest;

AND UPON the Commission also being of the opinion that the length of time required for a hearing could be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 123(3) of the Securities Act, R.S.O. 1980, c. 466, that trading shall cease forthwith in the following common shares of COCKFIELD BROWN INC.:

1. one hundred thousand (100,000) shares now held by 489060 ONTARIO LTD.;

2. forty-six thousand, eight hundred seventy-one (46,871) shares now held by 243978 ALBERTA LTD.; and

3. eight thousand six hundred forty-two (8,642) shares now held by SIGNUM COMMUNICATIONS INC.

AND IT IS FURTHER ORDERED that this Order shall expire 15 days after its making, unless it be earlier varied, rescinded or extended.

4th December, 1981.

"Henry J. Knowles" "Harry S. Bray"

COCKFIELD BROWN INC.,
EXTENDICARE LTD., 489060 ONTARIO LTD.,
SIGNUM COMMUNICATIONS INC., 243978 ALBERTA LTD.
F.R. BALMER, H. MICHAEL BURNS, RAYMOND W.
COLLINGTON, JOHN DRUMMOND FRANCIS, PETER WILLIAM
HUNTER, HAROLD L. LIVERGANT AND N. DOUGLAS
MACDONALD

TEMPORARY ORDER
(Section 124(2))

UPON the Ontario Securities Commission (the "Commission") being of the opinion that such action is in the public interest;

AND UPON the Commission also being of the opinion that the time required for a hearing could be prejudicial to the public interest;

IT IS ORDERED, pursuant to section 124(2) of the Securities Act, R.S.O. 1980, c. 466, that the exemptions contained in sections 34, 71, 72 and 88 of the Act do not apply to the following companies:

COCKFIELD BROWN INC.
EXTENDICARE LTD.
489060 ONTARIO LTD.
SIGNUM COMMUNICATIONS INC. and
243978 ALBERTA LTD.

and that the said exemptions do not apply to the following persons:

F.R. BALMER
H. MICHAEL BURNS
RAYMOND W. COLLINGTON
JOHN DRUMMOND FRANCIS
PETER WILLIAM HUNTER
HAROLD L. LIVERGANT and
N. DOUGLAS MACDONALD

IT IS FURTHER ORDERED that this Order shall not apply to prohibit any offer by circular to shareholders of Cockfield Brown Inc. generally, or any tender to an offer by circular made to shareholders generally, by any of Extendicare Ltd., 489060 Ontario Ltd., Signum Communications Inc., or 243978 Alberta Ltd.

IT IS FURTHER ORDERED that this Order shall expire 15 days from the date of its making, unless it shall earlier be varied or rescinded, or a hearing shall have been commenced and this Order extended.

4th December, 1981.

"Henry J. Knowles" "Harry S. Bray"

ALBERTA SECURITIES COMMISSION

DRAFT AMENDMENT TO
NATIONAL POLICY #2

REPORT OF TASK FORCE RESPECTING NATIONAL POLICY #2

INTRODUCTION

By letter dated 9 March 1981 Mr. A.C. Milroy, Executive Director of the Association of Professional Engineers, Geologists and Geophysicists of Alberta requested that a Task Force be established to re-write Item B, (Oil and Gas) of National Policy #2, a Guide for Engineers, Geologists and Prospectors submitting reports to Canadian Provincial Securities Administrators. The action by Mr. Milroy followed a request from the Alberta Securities Commission. A Task Force was organized which has reviewed the existing National Policy #2 document and this represents its report and recommendations on the subject matter. The Task Force was made up of

G.J. DeSorcy, P.Eng. -- Chairman
T.J. Hall, P. Eng.
W.C. Hennenfent, P.Eng.
R.E. Hughes, P.Eng.

The Task Force members consulted with several other members of the Association who are knowledgeable respecting the subject matter but were unable to officially serve on the Task Force. This group included two professional geologists.

REPLACEMENT NATIONAL POLICY DOCUMENT

Attachment 1 is a recommended form of a new National Policy #2 document insofar as oil and gas are concerned. It should be noted that although the Task Force reviewed the current document as it relates to mineral properties, it makes no recommendations respecting that portion of the document. Rather, it has proposed a new "standalone" policy which would apply strictly to oil and gas.

The overall objective of the Task Force was the inclusion of pertinent facts and data but the elimination of superfluous or possibly misleading information. The principal changes reflected in the new recommended policy document along with supporting reasons for the changes are

as follows:

1. Plans, cross-sections and detailed maps are not required.

   The principal reason for this recommendation is that most oil and gas issuers would have so many properties that this task would be unreasonably onerous and additionally would assist the average member of the public very little in the understanding of the report.

2. Discussion of geographical factors such as climate and acessibility would not be necessary except for special circumstances such as when dealing with "frontier resources".

   The principal reasons for this view is that such information serves no particular purpose.

3. The distinction between unitized and non-unitized properties that seems to exist in items 1 and 4 of Part B of the present policy is eliminated.

   The basis for this recommendation is that the Task Force saw no particular reason for such distrinction.

4. The participation in wells and the results thereof over a five-year period has been eliminated.

   The main reasons for this is a view of the Task Force that such information tends to be interpreted as a "track record" and could be misleading unless backup details are also included. At the same time, it was recognized that such statistics could be of some benefit; for example, the amount of activity could be an indication of Management capacity.

5. Certain of the definitions have been changed.

   An effort was made to conform to the definitions set out in the Alberta Securities Commission Practice Notice of December, 1980. However, certain changes have been recommended where the Task Force members had very strong views respecting the utility of the definitions and believed the replacement terminology and

definitions would be clearer to the average investor.

6. The guide has been simplified by omission of a considerable portion of the text. It presumably might be combined with some general directive which would be applicable to it and to other reports dealing with mineral properties.

OTHER RECOMMENDATIONS

In addition to re-writing the National Policy #2, the Task Force dealt with a number of problem areas raised in the correspondence from Ms. Veit, Chairman of the Alberta Securities Commission, as well as a number of problems which occurred to individual Task Force members. These considerations lead to the following additional recommendations:

1. The principle objective of the Task Force was to re-write National Policy #2 and this is reflected in Attachment 1. At the same time, the Task Force members believe that a clarification is necessary respecting the data from an engineering report to be included in a prospectus. Attachment 2 is a listing of the material which would result from the engineering report and which the Task Force believes should be included in the prospectus.

2. The Task Force is of the view that "in-house" reports should be allowed where the issuer has adequately qualified people to make a proper assessment of properties. In such cases, the report must make it absolutely clear to the reader that the estimates were made on a non-arm's length basis. Similarly, where an independent consulting firm has prepared the report but where principals in the firm have or will acquire direct or indirect interests in the assessed properties, such information must be made clear to the reader of the report.

3. For oil and gas properties, reports need not be based upon the author's personal inspection of the properties involved unless special circumstances indicate that an inspection is necessary to verify the existence or condition of certain facilities.

4. The Task Force questions whether an engineer or

geologist with as little as three years practical experience shuld be qualified to prepare a report for submission to Canadian Provincial Securities Administrators or for purpose of a prosepctus. As a minimum, the Task Force suggests that where a "junior" engineer or geologist prepares a report, a more senior registered professional shuld review and take responsibility for it.

ATTACHMENT 1

CONTENT OF OIL AND GAS REPORTS

A complete engineering and geological report for submission to Canadian Provincial Securities Administrators should include the following material:

1. TABLE OF CONTENTS

2. INTRODUCTION

2.1 Author's terms of reference

This would indicate whether the report is being prepared specifically for the purpose of submission to Securities Administrators or whether it will serve other purposes as well.

2.2 Names of principal properties

This would include only major properties, probably to a maximum. of 10 or 15. It should identify the properties by the commonly referred to field or area names, and should also reflect the jurisdiction (province, state, etc.)

2.3 Summary of results of reserve estimates and corresponding values.

2.3.1 Proved reserves and present-worth values on cash-flow basis. Present-worth values would be calculated by attributing current prices and costs, unless under contract as to price, to all future time. Additionally, present-worth values may be presented as based on forecast prices and costs but critical assumptions in such a forecast should be stated. Values should be presented for discount rates of 0%, 10%, 15% and 20%.

2.3.2 Probable additional reserves and assigned values.

It should be noted that the assigned values would not normally be done on a cash-flow basis but the basis used should be described and should include an allowance for the risk that is associated with the probability of obtaining production from such reserves.

2.4 The percentage and volume of proved reserves which are currently on production.

2.5 Definitions employed.

These should coincide with the definitions attached as Appendix I and any deviation shuld be stated along with supporting reasons.

2.6 Discussion of methods employed.

This would generally identify the methods used to estimate reserves, production rates and to convert them to cash flows. It would also include any assumptions respecting the availability of markets.

2.7 Discussion of risk assignments.

This would identify the risk factors used, particularly respecting probable additional reserves, and justify their selection.

2.8 Acceptable disclaimer.

This would make clear any conditions respecting the responsibility of the author. For example, it might indicate all estimates were based on basic geological and engineering data provided by the client company, although the interpretation of the data was carried out by the author. It might also indicate whether the author has grounds, or not, for a judgement that the data are sound. It would also indicate whether or not an on-site visit was made and, since it is anticipated that such visits would not normally be made, indicate briefly reasons why a visit was not judged necessary.

2.9 Signature and professional seal or permit stamp of author.

3 SUMMARY MATERIAL

3.1 Forecast of future production, costs, revenue and present-worth value on a proved reserve basis, by jurisdiction (province, state, etc.), and in total, using discount rates of 0%, 10%, 15% and 20%.

3.2 Listings of properties indicating the following:

3.2.1 Field and area.

3.2.2 Acreage descriptions which may be for individual wells, blocks or portions of units and would be by legal description and unit or block name and track numbers if applicable.

3.2.3 Formation name to which reserves have been assigned

3.2.4 Types of reserves* assigned:

(a) crude oil
(b) synthetic oil, or bitumen and corresponding synthetic oil yield factor.
(c) natural gas
(d) natural gas liquids
(e) sulphur.

3.2.5 Status of reserve assigned:

(a) proved or probable additional
(b) producing or non-producing

3.2.6 Company interest date

(a) gross share before royalties
(b) applicable royalties and/or production payments
(c) net share of reserves after royalties

3.2.7 Volume of reserve assigned

(a) proved
(b) probable additional
(c) total.

3.2.8 Present-worth value of reserves assigned at a minimum of one of the following discount rates: 0%, 10%, 15% or 20%.

3.3 A summary table intemizing the following basis assumptions, where applicable:

3.3.1 General crude oil and synthetic oil price forecasts by jurisdiction.

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*Reserves assigned to "tight-hole" or confidential (by law) areas may be grouped and published as part of the listing as reserves only. Alternatively, if they are not included in the reserves listing, there should be appropriate discussion describing the method of handling such properties.

3.3.2 General natural gas price forecast by jurisdiction.

3.3.3 General natural gas products price forecast by jurisdiction.

3.3.4 Capital and operating costs.

3.3.5 Forecasts of inflation used respecting capital and operating costs.

3.3.6 Forecasts of any other factors employed on a general basis (ie., crown royalty scale if different from those existing as of the reference date of the study).

4 AN INDEX MAP INDICATING AT LEAST THE PRINCIPAL AREAS IN WHICH THE COMPANY HAS AN INTEREST.

5. THE QUALIFICATIONS OF THE PRINCIPAL AUTHOR OF THE REPORT AND OTHER GENERAL MATTERS.

This would include an identification of the author and his qualifications, the source of information, and indication of the time at which the report was prepared and the effective date as of which all available data was used, an indication of whether the author holds or expects to receive direct or indirect interest in the properties of the company, and consent to use the author's name in the prospectus.

6. LETTER OF CONSENT

This would include a description of the document from which the engineer or geologist is giving consent for the inclusion of extracts in a report. It would indicate the date of the document as well as the date of the report.

APPENDIX I -- DEFINITIONS

1. CRUDE OIL: A mixture, consisting mainly of pentanes and heavier hydrocarbons that may contain sulphur compounds, that is liquid at the conditions under which its volume is measured or estimated, but excluding such liquids obtained from the processing of natural gas.

2. SYNTHETIC OIL: Oil derived from the upgrading of crude bitumen or by chemical modification of coal or other materials and which is largely interchangeable with conventional crude oil as a refinery feedstock.

3. NATURAL GAS: The lighter hydrocarbons and association non-hydrocarbon substances occurring naturally in an underground reservoir, which under atmospheric conditions is essentially a gas, but which may contain liquids. (The natural gas reserve estimates should be reported on a marketable basis, that is the gas which is available to a transmission line after removal of certain hydrocarbons and non-hydrocarbon compounds present in the raw natural gas and which meets specifications for use as a domestic, commercial or industrial fuel.)

4. NATURAL GAS LIQUIDS: Natural gas liquids are those hydrocarbon components recovered from raw natural gas as liquids by processing through extraction plants or recovered from field separators, scrubbers or other gathering facilities. These liquids include the hydrocarbon components ethane, propane, butanes and pentanes plus, or a combination thereof.

5. PROVED RESERVES*: Those reserves estimates as recoverable under current technology and existing economic conditions, from that portion of a reservoir which can be reasonably evaluated as economically productive on the basis of analysis of drilling, geological and engineering data, including the reserves to be obtained by enhanced recovery processes demonstrated to be economic and technically successful in the subject reservoir.

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*Where reserves are clearly known to exist in a reservoir and would be physically recoverable but cannot be termed "proved reserves" because they are not commercially recoverable due to their remote location, ie., frontier reserves, these reserves should be itemized separately in the report and their special circumstances should be fully explained.

6. PROVED PRODUCING RESERVES: Those proved reserves that are actually on production or, if not producing, that could be recovered from existing wells or facilities and where the reasons for the current non-producing status is the choice of the owner rather than the lack of markets or some other reasons. An illustration of such a situation is where a well or zone is capable but is shut-in because its deliverability is not required to meet contract commitments.

7. PROVED NON-PRODUCING RESERVES: Those proved reserves that are not currently producing either due to lack of facilities and/or markets.

8. PROBABLE ADDITIONAL RESERVES: Those reserves which analysis of drilling, geological, geophysical and engineering data does not demonstrate to be proved under current technology and existing economic conditions, but where such analysis suggests the likelihood of their existence and future recovery. Probable additional reserves to be obtained by the application of enhanced recovery processes will be in the increased recovery over and above that estimated in the proved category which can be realistically estimated for the pool on the basis of enhanced recovery processes which can be reasonably expected to be instituted in the future.

ATTACHMENT 2

MATERIAL FROM OR RELATED TO ENGINEERING REPORT WHICH SHOULD BE INCLUDED IN PROSECTUS

1 A summary of the estimated reserves of the company with the following detail:

1.1 Reserves by jurisdiction and category (proved, probable additional) and type (crude oil, synthetic oil, natural gas, natural gas liquids, sulphur).

1.1.1 Gross before royalty.

1.1.2 Net after royalty.

1.2 The present-worth value assigned to the above reserves on a net cash-flow basis, using discount rates of 0%, 10%, 15% and 20%.

1.3 A clear statement that the present-worth value reported under 1.2 are not necessarily the fair market value of the reserve.

1.4 A statement as to whether the values are before or after income tax.

2. A statement regarding the source of data used in the estimates, including any comments the author of the engineering report might have respecting the soundness of the data.

3. A statement regarding the definitions employed.

4. A statement regarding the degree of risk assigned to values, particularly of probable additional reserves.

5. A summary table of the assumptions employed regarding prices and inflation or other forecast factors employed on a general basis.

6. The names of the principal field areas in which the company has an interest.

ADDENDUM TO INTERIM OSC POLICY 3-60

The following is intended to become heading number 12 of what is now Interim OSC Policy 3-60 which was published on July 17, 1981 at (1981) 2 O.S.C.B. 6E. It is expected that the interim policy will be made final shortly.

12. Extension of 75 day period for issuance of final receipt

Section 27(1)2 of R.R.O. 1980, Reg. 910 provides that a final receipt shall not be issued for a prospectus where such receipt has not been issued within 75 days of the date of the receipt for the preliminary prospectus due to the inaction of the person or company filing such preliminary prospectus. The Commission considers that "inaction" may consist of either failing to make reasonable and timely efforts to make acceptable responses to the comments of the members of the staffs of the various provincial securities administrators who are reviewing the preliminary prospectus, or after having satisfactorily dealt with such comments, delaying the filing of final material pending favourable market conditions.

The effect of section 27(1)2 of the Regulation is to make it possible for the Director to close inactive files, and more importantly, to ensure that issues are not being marketed by means of preliminary prospectuses containing stale information, in particular financial statements. It should be noted that section 27(2) of the Regulation gives the Director discretion to waive the provisions of section 27(1) if he is satisfied that there is sufficient justification for so doing.

In any case where the 75 day period is near to expiry, it is the responsibility of the issuer to ascertain whether the Director will take the position that he is obliged to refuse to issue a final receipt pursuant to section 27(1). If the Director takes such a position at the expiry of the 75 day period, and if the issuer wishes to proceed with the issue, a fresh preliminary prospectus must be filed.

In a case where the 75 day period has expired, but the Director does not refuse to issue a final receipt on the basis of inaction of the issuer, the Director will usually require that the final prospectus contain up-dated financial statements.

In addition, where it appears that the period between the issuance of the receipt for the preliminary and final prospectuses exceeds 75 days by more than a few days, except where the Director is satisfied that the preliminary prosepctus is not being used to market the issue, or where the issuer is newly incorporated or formed and is not yet carrying on business

to any significant extent, the Director will require that an amendment to the preliminary prospectus be filed. Such an amendment will incorporate by reference the material in the preliminary prospectus, as modified by updated information, including financial statements, contained in the amendment, and shall include a reference to or restatement of the statutory rights of the purchaser, and fresh certificates. It shall be accompanied by a directors' resolution, auditor's consents and/or comfort letter, and any other appropriate ancillary material. Such amendment shall be delivered to each person or company who has received or will receive the preliminary prospectus.

For greater certainty, the Director will not permit an amendment to be used to extend the 75 day period except where and so long as the issuer is using its best efforts to finalize the prospectus in order to obtain a final receipt.

Issuers, underwriters and their representatives are invited to discuss any matters arising from the foregoing in connection with a particular preliminary prospectus with the staff members dealing with such prospectus.

Request for Comments

This addendum to Interim Policy 3-60 is issued on an interim basis and will take effect immediately. Comments on the above policy are requested by January 30, 1982, and should be addressed to The Secretary, Ontario Securities Commission, 10 Wellesley Street East, 6th Floor, Toronto, Ontario, M7A 2H7.

Comments received will be made available for public inspection unless confidentiality is specifically requested.

REQUEST FOR COMMENTS

DRAFT AMENDMENT TO NATIONAL POLICY #2

Comments regarding the draft amendment are invited. Submissions should be received no later than Friday, February 26, 1982 and should be addressed to The Secretary, Ontario Securities Commission, 10 Wellesley Street East, 6th Floor, Toronto, Ontario, M7A 2H7.

Comments received will be available for public inspection unless confidentiality is specifically requested.

Request for Comments

Interim OSC Policy 3-60

This addendum to Interim Policy 3-60 is issued on an interi basis and will take effect immediately. Comments on the above policy are requested by January 30, 1982, and should be addresse to The Secretary, Ontario Securities Commission, 10 Wellesley Street East, 6th Floor, Toronto, Ontario, M7A 2H7.

Comments received will be made available for public inspection unless confidentiality is specifically requested.

EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol	- Securities are beneficially owned directly.
Symbol #1	- The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol	- purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, Matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
A G F MANAGEMENT LIMITED	Class B Pref	William H Simmons	SI	I R				6700
		John G B Strathy	SI	I R				14800
ACKLANDS LIMITED	Common	Samuel Wallin	D	Dec/81	A	750		38778
AERO ENERGY LTD	Common	Kenneth G Hanna	D					
		Tara Investments Ltd		I R	1			60000
AGASSIZ RESOURCES LTD	Common	Irvine J Berscheid	S	Nov/81		2000		7300
AGRA INDUSTRIES LIMITED	Common	Thomas A McLellan	DS	Nov/81		10000		10000
		McLellan Management Ltd		--	1			28150
		RRSP		--	1			1850
ALBERTA ENERGY COMPANY LTD	Common	Gordon B Sissons	D	Nov/81			9000	---
		Gorsis Holdings Ltd		Nov/81	1	9000		9000
		Wife		--	1			3000
		Arlene J Moore	S	Nov/81			1000	10061
ALBERTA NATURAL GAS COMPANY LTD	Common	Pacific Gas and Electric Company	B					
		Pacific Gas Transmission Company		Oct/81	1	1200		2975100
AMCA INTERNATIONAL LTD	Common	Hugh A Martin	S	Nov/81		1000		3000
ANSIL MINES LIMITED	Common	Cartier Resources Inc	B					
		Fernross Investments Limited		I R	1			857900

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ASTRAL BELLEVUE PATHE INC	Common	Peter G Ryan	S	I R				1000
ATLANTIC RICHFIELD COMPANY	Common	Thornton Bradshaw	D	Oct/81	Z	58		56333
AUGMITTO EXPLORATIONS LIMITED	Common	Stephen V Bacon	S	I R				250525
		Control & Direction		I R	1			65000
		Robert G Doumani	S	I R				500
		Richard G Pitzer	D	I R				255000
		Control		I R	1			5000
		David C Poynton	D	Nov/81		1		1
		David A Thompson	D	I R				100
BANISTER CONTINENTAL LTD	Common	Ronald K Banister	D	---				100
		Elmbridge Limited		Dec/80	1	19073		133007
		K R Ranches (1970) Ltd		---	1			800000
	Debentures	Elmbridge Limited		Dec/80	1		$232500	$1860000
BANK OF MONTREAL	Option	John B MacAulay	D					
		Gaywood Investments Limited		---	1			9700
	Debenture	George A Hart	D	I R				$207
BATON BROADCASTING LIMITED	Class A	Edwin A Goodman	D					
		Heathcourt Blvd Investments Limited		Oct/81	1		3000	30000
	Class B	Edwin A Goodman						
		Heathcourt Blvd Investments Limited		Oct/81	1		2000	
				Oct/81	1		1000	30000
BAY MILLS LIMITED	Common	Bay Mills Limited						

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BELL CANADA	Common	John A McCutcheon	S					
		Wife		Nov/81	1		450	---
		RRSP		--	1			1017
BISON PETROLEUM & MINERALS LIMITED	Common	William M Wismer	DS	Nov/81		500		8500
BLAKE RESOURCES LTD	Common	R C McDonald	D					
		McD Minerals		Nov/81	1		2500	251400
BLUESKY OIL & GAS LTD	Common	Daryl H Connolly	S					
		Amended		Sept/81		2272		2272
	Series B Pref	Daryl H Connolly		Oct/81		50000		50000
	Series B Pref	Arthur C Eastly	S					
		Amended		Oct/81		25000		25000
	Common	Barry W Harrison	D	I R				211000
		Retirement Savings Plan		I R	1			4000
	Preferred	Registered Retirement Savings Plan		I R	1			300
	Series B Pref	Wayne S Tait	S					
		Amended		Oct/81		50000		50000
	Common	Robert A Wisener	D					
		Amended						
		Indirect Holding		Aug/81	1		1000	1000
BOMBARDIER INC	Class A Common	Pierre Poitras	S					
		Amended		---				6882
	Class B Common	Pierre Poitras		--				1000
BOW VALLEY INDUSTRIES LTD	Option	Robert E Hindson	S	I R				42000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BOW VALLEY RESOURCE SERVICES LTD	Common	Arnold M Ludwick DISI				
		Family	Nov/81 1		11400	---
	Debentures	Family	Nov/81 1		$14500	---
BRINCO LIMITED	Common	Thomas N Dirks DSB	Nov/81 1		59000	---
BROULAN REEF MINES LIMITED	Common	The Counselling Foundation of Canada B	Nov/81	22800		1942800
CABOT TRUST COMPANY	Common	Consiglio Di Nino S	--			5000
		Private Individual	Nov/81 1		250	---
		Peter V Simone S	I R			250
CADILLAC FAIRVIEW CORPORATION LIMITED, THE	Common	Cemp Investments Ltd B	--			27077967
		Seco-Cemp Limited	Nov/81 1	300000		1575000
		David S Weinberg S	I R			400
	Series A Pref	Neil R Wood DS	Nov/81		10000	53346
CALVERT DALE ESTATES LIMITED	Class B Common	John C Stradwick D				
		Stradwick Investments Canada Limited	Nov/81 1	918		12055
		Paul E Martin D	--			50
		Nellmart Alberta Limited	Nov/81 1	13000		74500
CANADA NORTHWEST LAND LIMITED	Common	Ralph T Scurfield DI	I R			---
CANADIAN CORPORATE MANAGEMENT COMPANY LIMITED	Class Y	Walter L Gordon D	Nov/81	6200		334400
CANADIAN FOREMOST LTD	Common Special	Jay G Scott D	Nov/81	500		3600

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADIAN GENERAL INVESTMENTS LIMITED	Common	Canadian General Investments Limited	Nov/81		6500		25799
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	David B S Walker SI	Nov/81			400	---
		Share Purchase Plan	--	1			88
CANADIAN PACIFIC LTD	Common	Hugh A Martin DI	Aug/81			2500	2500
CANADIAN TIRE CORPORATION	Class A	Steve J Bochen S	--				535
		Stock Purchase Plan	Nov/81	1	3876		3876
		RRSP	--	1			619
		Spouse	--	1			543
	Common	Alexander L Sherring D	Nov/81		150		1000
CANADIAN UTILITIES LIMITED	Common	Ralph T Scurfield D	I R				---
CANDY INVESTMENTS LIMITED	Common	Allan D Pyzer DSB					
		A Pyzer Consultants Limited	Nov/81		500		41000
		Saratoga Management Corporation Limited	--				699000
CANRON INC	Class A	Clifford S Malone DS	Oct/81	E	10711		22211
	Class B	Clifford S Malone	Oct/81	E		10711	---
CANUSA ENERGY LTD	Common	Miles G Atkinson	Nov/81		1000		23213
		RRSP	--	1			5000
		Richard D Tingle	Nov/81		2000		8848
		Wife	--	1			5000
CAPITAL CABLE TV LTD	Class A Common	James R Shaw D	--				308000
		James R Shaw Securities Limited	Nov/81	1	400		238650

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CARMA LTD	Class B Common	Charles J Combe	DS	Nov/81		2074		141231
		Roy G Wilson	DS	Nov/81		3393		212110
		Employee Purchase Agreement		--	1			18976
		Angus S Taylor	D	Nov/81		96		6405
CELANESE CANADA INC	Common	Richard M Clarke	DS	Dec/81		187		13734
CENTRAL FUND OF CANADA LIMITED	Class A	Central Fund of Canada Limited		Nov/81		750		
				Nov/81	R		750	---
CESSLAND CORPORATION LIMITED	Common	Edward A Scott	S	Nov/81		17000		19000
CHAUVCO RESOURCES LTD	Class A Common	Louis J C Mix	D	I R				6125
		Wife		I R	1			1375
	Class B	Louis J C Mix		I R				135
		Wife		I R	1			45
CHEROKEE RESOURCES LTD	Common	Westdale Oil and Gas Ltd	B	Nov/81		30776		1061000
COCKFIELD, BROWN INC	Common	Signum Communications Limited						
		Signum Communications Inc	B	Nov/81	1	26550		88550
COMMERCIAL FINANCE CORPORATION LIMITED	Common	Investors, Finance Corporation Limited	B	Nov/81		337		3797479
	Warrants	Thomas N Davidson	D	I R				15000
		Robert J Tweedy	D	Nov/81		15000		15000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMPUTALOG GEARHART LTD	Common	Walter A Dawson	S					
		Wife		Nov/81	1	2500		2500
		259079 Alberta Ltd		--	1			750100
COMTECH GROUP INTERNATIONAL LIMITED	Common	James E Houston	D	Nov/81		700		320000
		Children		--	1			200(
COMTERM INC	Common	Guy Senecal	S	Oct/81		1000		5[illegible]00
CONSOLIDATED LOUANNA GOLD MINES LIMITED	Common	Frank Cadesky	D	--				2995(
		Cadre Corporation		Nov/81	1	500		1975(
CONSOLIDATED PIPELINES COMPANY	Common	Donald G Snyder	S	I R				---
CONSOLIDATED PROFESSOR MINES LTD	Common	Wolfgang Rauball	D	Oct/81		37500		
				Oct/81			5000	27570(
		W R Financial Consultants Ltd		Oct/81	1	5000		10650(
CONTROL DATA CORPORATION	Common	William C Norris	S	Sept/81	V	244950		48990(
		Wife		Sept/81	V1	121617		24323(
		Hawar & Company as trustee for minor children		Sept/81	V1	9119		1823(
		Trustee for children		Sept/81	V1	1512		302(
CORBY DISTILERIES LTD	Common	Roger Gaudry	D	Aug/81		127		32
		Roger Lachapelle	DS	Aug/81		687		374
		Wife		--	1			150(
		Son		--	1			10

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CORBY DISTILLERIES LIMITED (continued)	Common	Alan Burrough Share Purchase Plan	D	Aug/81	1	32		32
		Peter D Walsh	D	Aug/81		110		310
	Class A	Ronald M French	S	Aug/81		271		
		Friedrich Bellstedt	DS	1981		69		69
	Common	James P Ferguson	D	Aug/81		34		34
		John A Giffen	D	Aug/81		110		110
	Class A Voting	Nigel Goodall	S	Aug/81		390		390
COSTAIN LIMITED	Debenture Series F	L R Cullingworth RRSP	S	Nov/81	1	$6000		$6000
	Common	T E Lansky	S	Nov/81			195	2600
		L Parker	S	Nov/81			200	1605
CRESTBROOK FOREST INDUSTRIES LIMITED	Common	Montreal Trust Company Candou Industries Ltd	B	Nov/81	1	800		522320
CURRIE ROSE RESOURCES INC	Common	Harold W Spry	D	I R				50300

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DALMYS (CANADA) LIMITED	Common C	Fred Perlman	DS	Nov/81			5000	349784
		Philip Perlman	DS	Nov/81			5000	349784
DAON DEVELOPMENT CORPORATION	Common	James C Whitehead	S	Dec/81			3000	39798
DART & KRAFT, INC	Common	Joseph Hara	S	Nov/81	F	871		11338
		Indirect Holdings		--	1			482
DELHI PACIFIC RESOURCES LIMITED	Common	John C Labbett	D	Nov/81			1000	1000
		Martin Richman		Nov/81			43500	---
DOFASCO INC	Common A	Terence H Pringle	SI	Oct/81		200		200
DOME MINES LIMITED	Common	Kenneth D Watson	DI					
		Amended						
		Jointly with wife		May/81	V	1800		2400
DOME PETROLEUM LIMITED	Common	Dome Mines Limited	B					
		Amended		--				60393000
		Dome Mines Investments Limited		--	1			2994500
		Red Lake Mines Limited		--	1			2315000
		Sigma Mines (Quebec) Limited		--	1			1078000
DOMINION TEXTILE INC	Common	Richard G Munro	S	Nov/81		310		1900
		Cal N Moisan	D	Nov/81			6000	2282
DOW CHEMICAL COMPANY, THE	Common	Herbert H Dow	DS					
		Trustee of Trust		Nov/81	1		2000	1327196
		Wife		--	1			312544
		Stock Benefit Plan		--	1			1551

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DOW CHEMICAL COMPANY, THE (continued)	Common	Carl A Gerstacker	Nov/81 G		12500	610566
		Wife	Nov/81 I	400		18938
		Stock Benefit Plan	--- I			9264
DRUMMOND MCCALL INC	Series A Common	Retirement Pension Plan B				
		National Trust	Nov/81 I		206388	183612
DUNDEE-PALLISER RESOURCES INC	Common	Wayne A McCoy D	Nov/81	5000		62700
DUNRAINE MINES LIMITED	Common	Harry Koza DS	Nov/81	10000		85900
E-F FINANCIAL CORPORATION LIMITED	Common	Dominion and Anglo Investment Corporation Limited B	Nov/81	14300		1141490
EATON BAY TRUST COMPANY (ALBERTA)	Common	Commerce Capital Corporation Limited B	Nov/81	700		1270204
	Series A Pref	" "	Nov/81		250	---
ECONOMIC INVESTMENT TRUST LIMITED	Common	Dominion and Anglo Investment Corporation Limited B	Nov/81	1050		207366
ELECTROHOME LIMITED	Common X	Harold I Eby S	Nov/81	50		
			Nov/81		100	562
	Common Y	Harold I Eby	Nov/81		100	1225
ENERGY & PRECIOUS METALS INC	Common	Electra Investments (Canada) Limited B	Nov/81	5500		188300
FCA INTERNATIONAL LTD	Common	Martin J Lubotta D	Oct/81		7100	
			Nov/81		25100	4194

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FLYING CROSS PETROLEUM CORP	Common	Frank Cadesky	DSB	--				133875
		Cadre Corporation		Nov/81	1		53650	459976
FORD MOTOR COMPANY	Common	Arjay R Miller	D	Nov/81			7785	44792
		Trusts		--	1			6100
FORT NORMAN EXPLORATIONS INC	Common	William S McCartney	S	Nov/81		2000		1384100
FRANCANA OIL & GAS LTD	Common	Allan E Dobson	S					
		Employee Savings Plan		Nov/81	1	18		196
		Edward W Hayes	S	--				500
		Employee Savings Plan		Nov/81	1	34		406
FULCRUM INVESTMENT COMPANY LIMITED, THE	Preferred	E-L Financial Corporation Limited	B	Nov/81		2000		81710
		Dom Cda Genl Insce Co		--	1			50000
		Empire Life Insurance Company		--	1			40290
G & B AUTOMATED EQUIPMENT LIMITED	Common	Robert E Budai*	DS	Nov/81	G		1000	211569
GENERAL MOTORS CORPORATION	Common	Robert C Stempel	S	Nov/81			200	548
		Savings Stock Purchase Program		--	1			833
		Wife		--	1			134
GODERICH ELEVATORS LIMITED	Common	Goderich Elevators Limited	DS	Nov/81		315		
				Dec/81		350		3100

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GSW INC	Common B	Douglas G Fixter S	Nov/81		5000		16900
GUARANTY TRUST COMPANY OF CANADA	Common	Canadian General Securities, Limited B Traders Group Limited	Nov/81	1	899		9114569
GULF OIL CORPORATION	Common	Jerry McAfee DS	Nov/81	X	2526		15519
HALEY INDUSTRIES LIMITED	Common	Brian W Barr D DISI	I R				---
		Brian Barr Holdings Limited	Nov/81	1	438000		
			Nov/81	1		20000	418000
		Ronald H McRae D	I R				---
		R Howard McRae Holdings Limited	Nov/81	1	448000		448000
		Robert M Turnbull DS					
		Robert Turnbull Holdings Limited	Nov/81	1	448000		468000
		YMP Coal Company Limited B	Nov/81			1414000	2086000
HARDING CARPETS LIMITED	Class D	Charles M Harding DS	Nov/81			20000	126262
		Mahard Investments Limited	--	1			126850
HAYES-DANA INC	Common	George G Hough S	Nov/81		400		2079
		Southwood J Morcott DS	Nov/81			2000	2355
		Mabel I Moss DS	Nov/81		25		1783
		Robert W Neelin S	Nov/81		490		725

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HIGHWOOD RESOURCES LTD	Common	Robert A Evans DS	Nov/81			3500	---
HIRAM WALKER RESOURCES LIMITED	Common	John A Giffen DISI	Nov/81			200	762
		Ian M Wilson-Smith SI RRSP	Nov/81	1	300		400
		Norman B Loberg SI	Nov/81			250	100
HOFFMAN EXPLORATION AND MINERALS LIMITED	Common	Hazel W Baird S	I R				56151
		Irwin D Hoffman S	I R				23166
		Jay H McDowell S Trustee	I R	1			86465
		Thompson-Lundmark Gold Mines Limited B	I R				333091
		Quebec Cobalt and Exploration Limited B	I R				395113
HOLLINGER ARGUS LIMITED	Common	Charles G Cowan DS	Nov/81		50		50
HUDSON BAY MINING AND SMELTING CO LIMITED	Common	Allan E Dobson DI Savings Plan	Nov/81	1	5		46
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	Common	Kenneth W Lloyd S Profit Sharing Plan	Nov/81	1	17		3521
HUGHES TOOL COMPANY	Common	James R Lesch DS	Nov/81			18200	84130

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMPERIAL OIL LIMITED	Class B Common	John E Akitt	S	Nov/81	1	28		49
		William A West	S	--				38
		Savings Plan		Oct/81	1	100		
				Nov/81	1	29		129
		Donald D Lougheed	DI	--				3552
		Savings Plan		Nov/81	1	58		4948
		George E Courtnage*	DI					
		Savings Plan		Nov/81	1	238		1824
		James W Flanagan	DS	--				1236
		Savings Plan		Nov/81	1	34		2921
INEXCO OIL COMPANY	Common	William G Goodwin	S					
		Jointly with wife		Nov/81			2000	14000
INTERMETCO LIMITED	Common	Parkdale International Limited	B	Nov/81		1100		307891
INVERNESS PETROLEUM LTD	Warrants	Nathan E Goodman	DS					
		Ned Goodman & Assoc		Nov/81	1	4500		4500
INVESTORS GROUP, THE	Common	Paul Desmarais	B					
		Power Corp of Canada Ltd		Nov/81	1	40		170684
		Shawinigan Industries Ltd		--		200		4334566
		Trans-Canada Corp Fund Ltd		--	1			2292656
	Class A Common	Power Corp of Canada Ltd		Nov/81	1	1062		720704
		Shawinigan Industries Ltd		--	1			2249308

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
INVESTORS GROUP, THE (continued)	Preferred	Power Corp of Canada		Nov/81	1	1062		190720
		Shawinigan Industries Ltd		--	1			538096
KONTIKI LEAD & ZINC MINES LIMITED	Common	Trafalgar Resource Investments Limited	B	I R				94467
L K RESOURCES LTD	Class B	Gerald E Kaumeyer	DS	--				18835
				Nov/81	1		30000	86056
LA VERENDRYE MANAGEMENT CORPORATION	Class B Common	Yvan Dessureault	S	Nov/81		14		277
		D'Alton L Sinclair	D	--				1405
		RRSP		Nov/81	F1	687		1687
LAIDLAW TRANSPORTATION LIMITED	Class A	Laurence J Needler	D DISI					
		Fairway Heights Investments Ltd		Oct/81	1	14000		132400
LEON'S FURNITURE LIMITED	Common	George J Leon	DISI	Nov/81			1500	10
LEVY INDUSTRIES LIMITED	Common	Seaway Multi-Corp Limited	B	Nov/81		7		1252679
	Preferred			Nov/81		2300		166815
LOCHIEL EXPLORATION LTD	Class B	Raymond Chow	S					
		Spouse		I R	1			2000
LONG LAC MINERALS LTD	Common	Donald C Webster	D	Nov/81	E	2222		2222
		Trust		Nov/81	E1	2222		2222
MONICS INC	Common	Robert A Wilson	S	Nov/81			1400	26400

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
LYNX-CANADA EXPLORATIONS LIMITED	Common	T Peter Matthews DS	Nov/81		20500	351770
M W RESOURCES LTD	Common	Dennis Fairbairn DS	Nov/81		10000	98000
MACMILLAN BLOEDEL LIMITED	--	Rufus H Craig SI	I R			---
MACQUEST RESOURCES LTD	Common	Peter J Gross DS	Nov/81	1400		366865
		Ronald F Holdsworth DS	Nov/81	2700		195175
		V M R Holdings Ltd	-- 1			15450
		John W MacKenzie DSB	Nov/81	4600		2067575
		William Peters S	Nov/81		1900	---
MANNVILLE OIL & GAS LTD	Warrants	Richard Elenko DS	Nov/81	400		1000
MAPLEX MANAGEMENT & HOLDINGS LIMITED	Class B	Consolidated Graphies Limited B	Nov/81	800		310073
MARSHALL MINERALS CORP	Common	Clarence L Marshall DS	Nov/81		5000	52500
MDS HEALTH GROUP LIMITED	Class A	MDS Deferred Profit Sharing Plan #16559 K	Nov/81	10600		341337
	Class C 1	John B French S				
		429941 Ontario Limited	Oct/81 1	22312		22312
	Class C 2		Oct/81 1	2975		2975
MELCOR DEVELOPMENTS LIMITED	Common	Candou Industries Ltd B				
		Montreal Trust Company Account				

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MERCANTILE BANK OF CANADA	Common	Alan J Pyle	S	Oct/81		103		150
		F Derek McLearon	S	Oct/81		114		221
MICC INVESTMENTS	Common	Central Trust Company						
			B	Nov/81		5400		2091775
	8% Conv Pfd			Nov/81		100		268800
MIKES SUBMARINES INC	Common	Austin C Beutel	DS					
		Oakwest Corporation Ltd		Nov/81	1	1000		118702
MITEL CORPORATION	Common	John A Farmer	S	Jun/81	X	90		3098
		Donald C Webster	D					
		Helix Investments Limited		Nov/81	1		100000	900000
MOFFAT COMMUNICATIONS LIMITED	Common	William A Davis	S	--				9575
		Sons		Nov/81	1	50		375
		Other Indirect		--	1			6648
MOLSON COMPANIES LIMITED, THE	Class A Common	Donald G Willmot	DS	--				892
		Kinghaven Farms Limited		Nov/81	1	500000		
				Nov/81	1		100000	400000
		Willhaven Limited		--	1			314
	Class B	Donald G Willmot		--	1			303
		Kinghaven Farms Limited		Nov/81	1		500000	---
		Willhaven Limited		--	1			68000
MONARCH INVESTMENTS LIMITED	Common	Taylor Woodrow Limited	B					
		Taylor Woodrow Holdings Limited		Nov/81	1	616		1514009

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MONENCO LIMITED	Class A Common	Alastair H Ross	D	I R	1			100
MOUNT JAMIE MINES LTD	Common	Stanley J O McClay	D	I R				10000
MTS INTERNATIONAL SERVICES INCORPORATED	Common	Paul E Salewski	S	I R				10200
		John D Cairney	S	Nov/81			15700	78542
		Ronald W Beck	S	Nov/81			3200	65103
MUNICIPAL SAVINGS & LOAN CORPORATION, THE	Common	Eric Exton	D	Oct/81	E		28617	---
				Nov/81		300		300
		Seel Investment Pension Plan		Oct/81	E1		500	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABU MANUFACTURING CORPORATION	Common	Kenneth R Leese	S					
		Canada Trust Company		I R	1			28900
	Preferred			I R	1			13600
NATIONAL BANK OF CANADA, THE	Common	Roland Giguere	D	1981		303		5378
NEW KELORE MINES LIMITED	Common	Harry I Miller	DS	Nov/81		2000		5750
NEW REDWOOD GOLD MINES LTD	Common	Henry Galle	D	Nov/81	G	500		---
				Nov/81	1		10000	4
NORBASKA MINES LIMITED	Common	Northgate Exploration Limited	B	I R				400000
NORCEN ENERGY RESOURCES LIMITED	Convertible Preferred	D Stewart McIntosh Amended	SI	Aug/81		4818		4818
		Peter Kaye	S	Aug/81		7227		7227
NORTHUMBERLAND MINES LIMITED	Common	Brockwell P Mordy	D	Nov/81			40000	23300
		RRSP		Nov/81	1	40000		40000
NOVA AN ALBERTA CORPORATION	Common	Dianne I Hall	SI	Nov/81	X	12000		
				Nov/81			12000	7680
	Common "A"	William C Rankin	S	Nov/81			8600	136400
	Common	George L Bastin Ammend	S	Oct/81			5000	10600
NOVA SCOTIA SAVINGS AND AND LOAN COMPANY	Common	Arthur R Harrington	D	Nov/81		$131000		$131000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
OCELOT INDUSTRIES LTD	Class B	James E Torrie	S	Nov/81	T	55		3840
		RRSP		Nov/81	T1	21		1521
		Wife		Nov/81	T1	7		507
		RRSP-Wife		Nov/81	T1	10		770
		Other Indirect		Nov/81	1			400
		Royden O Fisher	DS	Nov/81	T	949		28949
		Son		Nov/81	1			100
		James Verne Lyons	DS	Nov/81	T	73065		2409297
		Vern Lyons Consultants Ltd		Nov/81	T1	2610		182759
		The One Tree Investment Company Ltd		Nov/81	1			602150
		Kenneth M Guise	S	Nov/81	T	123		8944
ODYSSEY INDUSTRIES INCORPORATED	Common	J Y Robichaud	DSB	Nov/81		1700		2851800
		Profile United Industries Limited		Nov/81	1	500		1700
PAGE PETROLEUM LTD	Common	Lyle F Widdifield	S	I R				20000
PAGURIAN CORPORATION LIMITED, THE	Class "A"	Donald C Webster	B					
		Held in Trust		Nov/81	1	83000		650039
PALOMA PETROLEUM LTD	Common	Walter J Adams	DS	Nov/81		200		181300
PCL INDUSTRIES LIMITED	Common	Commercial Finance Corporation Limted	B	Nov/81		9100		582860
PEOPLES JEWELLERS LIMITED	Common	Peoples Jewellers Limited		Nov/81		200		
				Nov/81	R		200	---

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PEOPLES JEWELLERS LIMITED	Class "A"	Peoples Jewellers Limited	Nov/81		1900		
			Nov/81	R		1900	---
PETRO SUN INC	Common	Nathan E Goodman D					
		Essay Ent	Oct/81	1		5600	
			Nov/81	1		6900	30000
		Ned Goodman & Assoc. Ltd	Nov/81	1			55100
PETROLEUM ROYALTIES LIMITED	Common	Robert W Blackstock D	I R				44442
		Weslen Holdings Ltd	I R	1			12300
		King Well Service Limited	I R	1			160000
		Location Light Hauling Ltd	I R	1			80000
		Family	I R	1			20000
		David C Keffer DS	I R				5000
		Ran Developments (1977) Ltd	I R	1			9000
		P E R Goldfeldt S	I R				5000
		George Blackstock* D	I R				991797
			I R	1			603959
		William J Blackstock D	I R				1103550
		Independent Drilling & Exploration Company Ltd	I R	1			603959
		Stanley W Jones DS	I R				16000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
POCO PETROLEUMS LTD	Common	Edward A Galvin	DSB	-				892025
		Medpath Oil & Gas Ltd		Nov/81	1	15900		18400
PROVIGO INC	Common	Antoine Turmel	DS	Nov/81		5800		59200
				-	1			1274400
QUAKER OATS COMPANY, THE	Common	Jack M Young	S	Nov/81			5410	10
QUARTET ENERGY RESOURCES LTD	Common	Victor M Seabrook	DSSI	-				63800
		350021 Ontario Limited		Nov/81	1	1200		28400
		Seabrook & Associates		-	1			12684
QUEBEC-TELEPHONE	Common	Chislain Bouchard	S	Nov/81		23		356
		Robert Duchesne	S	Nov/81			100	
				Nov/81		151		352
		Gilles Laroche	S	I R				279
		Raymond Sirois	DS	Nov/81		189		6450
RAM PETROLEUMS LIMITED	Common	Donald C Webster	D	-				27017
		Family Trust		-	1			123318
		Partnership Account		Nov/81	1		1000	---
		Cyril J Hadley	D	Nov/81			5000	8287
RANCHMEN'S RESOURCES (1976) LTD	Cumulative Redeemable Convertible 1st Preferred	Carmen Byler	D	Nov/81		200		1800

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RANCHMEN'S RESOURCES (1976) LTD	Common "A"	Total Eastcan Exploration Ltd	B	Nov/81		21900		304000
REED STENHOUSE COMPANIES LTD	Common "A"	Stenhouse Investments Ltd	B	Nov/81		27558		116406
REVELSTOKE COMPANIES LTD	Common	GBC Capital Ltd	B	Sep/81			410000	---
		Invictus Financial Corporation Ltd	B	I R				549700
		Fahlman Department Stores Limited		I R	1			17200
		Invictus Financial Corporation Ltd	B	Sep/81		500		550200
				Oct/81		100		550300
RILEY'S DATASHARE INTERNATIONAL LTD	Common	Donald E Plewes	DS	Nov/81		800		124100
ROGERS CABLESYSTEMS INC	Class "B"	William A Scarrow	S	Nov/81			600	12098
RONYX CORPORATION LIMITED	Common	Electra Investments (Canada) Limited	B	Nov/81		3100		544700
ROYAL BANK OF CANADA, THE	Common	Mitzi Dobrin	D	1981		212		
				Nov/81	T	68		7280
		John A Tory	D	Nov/81	T	126		6518
		R John Moores	S	Nov/81		17		903
		Peter L P Macdonnell	D	Aug/81	T	114		6660
	$2.75 Conv. Second Pref Series A			Nov/81		900		900
RUPERTSLAND RESOURCES CO LTD	Common	L C Bonnycastle	SI	Nov/81	1	2000		24000
SAGEBRUSH RESOURCES LTD	Common	David F Campbell	S	I R				20000
				Aug/81		10002		30002

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SAGEBRUSH RESOURCES LTD	Warrants			Aug/81		5001		5001
SCARBORO RESOURCES LIMITED	Common	Ahmed A Baker	D	I R				505000
SCOTT PAPER LIMITED	Common	John F Philip	S	Nov/81			400	720
SCOTT'S HOSPITALITY INC	Common	John J Leon	D					
		J J Leon Holding Inc		Nov/81	1		20000	100000
SEAGRAM COMPANY LTD, THE	Common	James David Raymond	S	Nov/81			3000	--
SEAWAY MULTI-CORP LIMITED	Common	Benlevy Corporation Limited	B	Nov/81		75		362101
		Jaylevy Limited	B	Nov/81		25		119480
		Peplevy Corporation Liited	B	Nov/81		75		376473
SEEL MORTGAGE INVESTMENT CORPORATION	Common	Seel Enterprises Limited	B	Nov/81		1000		70342
SENLAC RESOURCES INC	Common	Cartier Resources Inc	B	I R				483650
SHELL OIL COMPANY	Common	William G Eddleman	S	Oct/81			500	4753
SHEPHERD PRODUCTS LIMITED	Common	Shepherd Products Limited		Nov/81		20900		
				Nov/81	R		20900	---
		Paul S Price	DSB	Nov/81		9368		485283
		P S Price Holdings Ltd		Nov/81	1	99		5137
		Austin C Beutel	D					
		Oakwest Corporation Ltd		Nov/81	1T	2800		143868

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SIMCOE ERIE INVESTORS LIMITED	Common	Stradwick Investments Canada Limited	B	Nov/81		4500		946116
SLATER STEEL INDUSTRIES LIMITED	Common	Candou Industries Limited	B					
		Montreal Trust Company		Nov/81	1	14900		480700
SOUTHAM INC	Common	Gordon H Southam	D					
		Haso		Nov/81	1		1748	153154
		GoHaso		Nov/81	1		1185	104509
SPAR AEROSPACE LIMITED	Common	Crowborough Investments Limited	B	Nov/81			1700	472280
	Special	"		Nov/81		75306		281626
ST. FABIEN EXPLORATIONS INC	Common	Edward E Gilbert	D	I R				13000
STANDARD INDUSTRIES LTD	Preferred	John D Redfern	SI	Nov/81	T	2		10
STANDARD OIL COMPANY (INDIANA)	Common	Blaine J Yarrington	D	Nov/81	G		540	31138
STANDARD TRUSTCO LIMITED	Common	Wesley D Thompson	D	Nov/81	F	352		1782
		John Kostuik	DI	Nov/81	F	576		2918
		Mario De Bastiani	DISI	Nov/81	F	516		516
		Brian R O'Malley	DS	Nov/81	F	739		3696
		RRSP		Nov/81	F1	78		395
		B E Willoughby	DS	Oct/81	T	324		9067
		Trans Canada Holdings Limited		Oct/81	T1	304		7770

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STANDARD TRUSTCO LIMITED		George Rodanz	D	Nov/81	F	875		7731
		Ringwood Farms Limited		Nov/81	F1	233		1166
		Denison Mines Limited	B					
		Concord Finance Corporation Limited		Nov/81	F1	82955		368164
		Lachlan Cattanach	D	Nov/81	F	76		387
STANFORD RESOURCES LIMITED	Common	Edward L Shapero	D	Nov/81		500		74225
STERISYSTEMS LTD	Common	Michael J Needham	DS	Nov/81			48000	---
		Sterivest Holdings Inc	B	Nov/81		49000		1358356
SULLICO RESOURCES LTD	Common	Sullivan Mining Group Ltd	B	Nov/81		423		1229269
SULPETRO LIMITED	Common "B"	Simon Chilewich	D	Nov/81		7000		175781
SYDNEY DEVELOPMENT CORPORATION	Common	David G P Allan	D	-				25850
		RRSP		Nov/81	1		4000	5900
T G BRIGHT & CO LIMITED	Class "A"	William C Thompson	S	Nov/81		100		600
		RRSP		-	1			800
TANGLEWOOD PETROLEUM CORPORATION	Common	Harvey Capp	DS	-				30001
				-	1			35000
		Children		Nov/81	1	2500		2500
TEAM ENERGY AND MINERALS INC	Common	John T Tokarsky	S	Nov/81		1		1
		W R L Torrance	DS	Nov/81		1		1

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TECK CORPORATION	Common "B"	Copperfields Mining Corporation	B	Nov/81		5700		2519615
	Common "B"	Norman B Keevil Jr*	D	-				266
				Nov/81	1	1700		
				Nov/81	1		1700	---
TEXASGULF INC	Common	George W Mannard	S	Sep/81	M		29	---
THIRD CANADIAN GENERAL TRUST LIMITED	1st Preferred	Third Canadian General Investment Trust Limited		Nov/81	R	800		6700
TIBER RESOURCES LTD	Common	Douglas M Hilland	S	Nov/81		9000		9100
TORONTO SUN PUBLISHING CORPORATION, THE	Common	Thomas C Peddie	S	Nov/81			2800	432
TRADERS GROUP LIMITED	Class "A"	John P Bassel	D	Nov/81		11910		12010
	Class "B"		D	Nov/81		715		7637
TRANSALTA UTILITIES CORPORATION		Ralph T Scurfield	D	I R				---
TRITEX PETROLEUM CORP	Common	Oswald F Carter	D	I R				1
		Frank Cadesky	DS	I R				1
		Arthur J Fortens	D	I R				1
TRIZEC CORPORATION LTD	Common	Harold P Milavsky	DS					
		PDB Investment Ltd		-	1			252656
		Milfire Investment Ltd		-	1			171200

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TRIZEC CORPORATION LTD		Monray & Co		Nov/81	1		12000	285000
TUNDRA GOLD MINES LIMITED	Common	Harry I Miller	DS	Nov/81		1000		7000
ULTRAMAR COMPANY LIMITED	Common	Howard G Pearl	S	Nov/81			1000	4078
UNICOL COLLECTION AGENCIES LIMITED	Common	Able Credit Corporation Limited	B	I R	1			500000
UNICORP FINANCIAL CORPORATION	Class A	Michael R Kordyback	S	Sep/81				1727
				Sep/81		7000		46273
	Warrants			Sep/81		5000		17825
UNION CARBIDE CANADA LIMITED	Common	John S Dewar Company Savings plan	DS	Nov/81	1	104		373
UNION CARBIDE CORPORATION	Common	Kathryn D Wriston	D	Nov/81		100		300
UNITED CANADIAN SHARES LIMITED	Common	United Canadian Shares Limited		Nov/81		6504		7504
UNITED WESTBURNE INDUSTRIES LIMITED	Common	Lucien Cornez	DS	Nov/81			1300	16200
		Hyman W Terk	S	Nov/81			2500	---
WAITE DUFAULT MINES LIMITED	Common	Mary I Langridge	DS	Nov/81	E		210602	---
WAJAX LIMITED	Class A Pref	Ian B Campbell	DS					800
		101014 Canada Inc		Nov/81	1	100		500
WARREN EXPLORATIONS LIMITED	Common	Donald T Rankin	D	Nov/81			500	---
WATERLOO MANUFACTURING COMPANY, LIMITED, THE	Common	Aylor Investments Limited	B	Nov/81		150		35125

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WEST MACANDA RESOURCES LIMITED	Common	Horne Fault Mines Limited		Nov/81	E		287587	---
WESTCOAST TRANSMISSION COMPANY LIMITED	Common	William B Caswell	S	Nov/81	X	5000		15000
				-	1			256
		Wayne N Collett	S	Nov/81	X	5000		15000
		Alton J Green	S	Nov/81	X	7500		22908
				-	1			534
		John A Kavanagh	S	Nov/81	X	9000		24000
				-	1			984
		Gordon W Lade	S	Nov/81	X	7500		22500
		Edwin C Phillips	DS	Nov/81	X	15000		76023
				-	1			708
		John H Podmore	S	Nov/81	X	3600		3600
				-	1			1289
		Arthur H Willms	S	Nov/81	X	9000		29000
				-	1			2161
		David O Hunter	SI	Nov/81	X	6000		6000
		Employee Savings Plan		-	1			2318
		RRSP		-	1			300
		John Anderson	DS	Nov/81	X	10000		32886
				-	1			339
WESTMIN RESOURCES LIMITED	Class B Pref	Donald A Repka	S	I R				100
WIMBERLEY RESOURCES LIMITED	Common	John C Labbett	D	Nov/81		5000		7500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WIX CORPORATION LIMITED	Common	Merwan Corporation Limited	B	Sep/91		7000		116637
		Lloyd W Nourse	DS					
		Merwan Corporation Limited		Sep/81	1	7000		116637
ZAPATA CORPORATION	Common	Paul Edwin Baria	S	Nov/81	Z	19		3201
		Brian H Gips	S	Nov/81				246
		ESOP		Nov/81	Z1	14		630
		Paul Lance Kelly	S	Nov/81	Z	396		775
	Common	William C Gormley	S	Nov/81	Z	264		2404
ZEPHYR RESOURCES LTD	Common	Joseph S Fusco	D	I R				45000
		Associates		I R	1			19500

REPORTS OF TRADES SUBMITTED ON FORM 20 (AND ITS PREDECESSOR)
UNDER THE SECURITIES ACT 1978

Transaction	Purchaser	Security	Price	Amount
Oct. 20, 1981	Rosseau Resources Ltd.	Carter-Baron Drilling No.2 - units	$ 33,333.00	15 units
Dec. 1, 1981	Robert Locke	Bradley Park Development Partnership - units	15,250.00	15 "
Dec. 1, 1981	Michael Nobrega	"	15,250.00	12 "
Dec. 1, 1981	Steven Small	"	15,250.00	15 "
Dec. 1, 1981	William J. Mann	"	15,250.00	15 "
Dec. 1, 1981	Robert Tebbutt	"	15,250.00	5 "
Dec. 1, 1981	Canadian Acceptance Corp. Limited	Household Financial Corp. Ltd. - 10% promissory notes due Dec. 1982, 1983, 1984	75,000,000.00	$75,000,000.00
Nov. 3, 1981	Sun Life Assurance Co. of Canada	Northern Telecom Ltd. common shares	57.27	37,536 shrs
Dec. 1, 1981	Traders Group Ltd.	Guaranty Trust Co. of Canada - common shares	8.00	625,000 "
Dec. 16, 1981	David Levin	Gulch Resources Ltd. - common shares	4.00	5,000 "
Dec. 16, 1980	Myron J. Wolfe	"	4.00	5,000 "
Dec. 7, 1981	Henry Richard Young	MacLean Hunter Ltd. - class X participating shares	10.00	146,272 "
Nov. 27, 1981	Du Pont of Canada Pension Fund	Haley Industries Ltd. - common shares	5.00	100,000 "
Dec. 1, 1981	Trustee for the Prudential Assurance Company Limited	Newfoundland Telephone Co. Ltd. - first mortgage bonds, series R due December 2, 1986	2,000,000.00	$ 2,000,000.00

Continued

Transaction Date	Purchaser	Security	Price	Amount
Dec. 1, 1981	Eaton Bay Life Assurance Co.	Newfoundland Telephone Co. Ltd.-first mortgage bonds, series R due December 2, 1986	$ 1,000,000.00	$ 1,000,000.00
Dec. 1, 1981	Halifax Insurance Company	"	1,000,000.00	1,000,000.00
Dec. 1, 1981	The Prudential Insurance Co. of America	"	1,000,000.00	1,000,000.00
Dec. 1, 1981	Mercantile & General Reassurance Group	"	750,000.00	750,000.00
Dec. 1, 1981	Canadian Reassurance Company	"	500,000.00	500,000.00
Dec. 1, 1981	Confederation Life Insurance Company	"	500,000.00	500,000.00
Dec. 1, 1981	The Pension Fund Society of the Bank of Montreal	"	500,000.00	500,000.00
Dec. 1, 1981	United Church of Canada	"	200,000.00	200,000.00
Nov. 30, 1981	John M.M. Turner	Masters Green Estates Limited Partnership - units	51,000.00	1 unit
Nov. 30, 1981	James E. Jan	"	51,000.00	1 "
Nov. 30, 1981	W. G. Anglin	"	51,000.00	1 "
Nov. 30, 1981	W. John Zomrab	"	51,000.00	3 units
Nov. 30, 1981	Peter Jeffrey	"	51,000.00	1 unit
Nov. 30, 1981	Fiparges S.A.	Lumax Oil & Gas Inc. - common shares	1.00	578,796 shrs
Nov. 12, 1981	Bantor Company	Yorkshire Trust Co. - class C preferred shares	100.00	20,000 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 27, 1981		Printcast Publishing Network - options on units of limited partnership	$ 1.00	18,000 units
Nov. 27, 1981		"	1.00	13,500 "
Nov. 27, 1981		"	1.00	13,500 "
Nov. 27, 1981		"	55.55	12,600 "
Nov. 27, 1981		"	55.55	18,000 "
Nov. 27, 1981		"	55.55	18,000 "
Nov. 27, 1981		"	55.55	18,000 "

REPORT MADE UNDER SUBSECTION 5 OF SECTION 71 OF THE ACT WITH RESPECT TO THE OUTSTANDING SECURITIES OF A PRIVATE COMPANY THAT HAS CEASED TO BE A PRIVATE COMPANY

Name of Company	Date when Company ceased to be a private Company
Cavendish Investing Ltd.	December 7, 1981

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
Lion Diversified Investments Ltd.	Cadillac Fairview Corporation Limited preference, series A	361,548 shrs
John C. Cohen	General Distributors of Canada Ltd. - class B shares	10,000 "
Marrabar Corporation	Glencair Resources Inc. - common shares	333,333 "
Security Trading Limited	International Limited - common shares	340,571 "
Crowborough Investments Limited	Spar Aerospace Limited - common shares	11,600 "
Audrey B. Zies	Vulcan Industrial Packaging Ltd. - common shares	250,000 "

Continued

Seller	Security	Amount
Liberty Holdings & Industries Ltd.	Turbo Resources Limited - Special and common shares	40,500 special 64,500 common
Newlore Investments Ltd.	Scintilore Explorations Limited - common shares	22,200 shares

TAKE-OVER BIDS, ISSUER BIDS

NOTICE OF INTENTION - FORM 35 - ABITIBI-PRICE INC.

HARRIS STEEL GROUP INC.

CONTINUOUS DISCLOSURE FILINGS

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A	ANNUAL FINANCIAL STATEMENTS
B	INFORMATION CIRCULAR (FORM 30) OR REPORT (Form 28)
C	INTERIM FINANCIAL STATEMENTS
D	TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
E	OTHER REPORTS
F	REPORT OF MATERIAL CHANGE (FORM 27)

ADVOCATE MINES LIMITED	C E
AGF MANAGEMENT LIMITED	E F
AGNICO-EAGLE MINES LIMITED	C
ALBERTA ENERGY COMPANY LTD.	C E
ALBERTA NATURAL GAS COMPANY LTD.	C E
ALCAN ALUMINUM LIMITED	C
ALGOMA STEEL CORPORATION LIMITED, THE	E
AMERICAN QUASAR PETROLEUM CO.	E
ANGLO-PERMANENT CORPORATE HOLDINGS LIMITED	C
ANSIL MINES LIMITED	A B E
ARCHEAN OIL LIMITED	A B C E
ARGOSY MINING CORPORATION LIMITED	C
ATCO LTD.	C E
ATLANTIC GOLD MINES LIMITED	C
ATLAS YELLOWKNIFE RESOURCES LIMITED	E
AURORA 78-79 ENERGY PROGRAM	E
AURORA-CZAR 79-80 ENERGY PROGRAM	E
AURORA-CZAR 80-81 ENERGY PROGRAM	E
AURORA-ORBIT 80-81 ENERGY PROGRAM	E
AURORA-TIBER 1980 EXPLORATION PROGRAM	E
AZL RESOURCES, INC.	E
BANISTER CONTINENTAL LTD.	C
BANK OF MONTREAL	E
BANK OF NOVA SCOTIA	A
BAR RESOURCES LIMITED	C E
BASIC RESOURCES INTERNATIONAL S.A.	E
BELL CANADA	E
BELORE MINES LIMITED	E
BIRON BAY RESOURCES LIMITED	C
BISON PETROLEUM & MINERALS LIMITED	C
BLACK HAWK MINING LTD.	C
BLYTHWOOD MINING LIMITED	A B
BMRI REALTY INVESTMENTS	C
BOMAC BATTEN LIMITED	C
BOMBARDIER INC.	E
BONANZA OIL & GAS LTD.	E
BOREALIS EXPLORATION LIMITED	C E
BOW VALLEY INDUSTRIES LTD.	C E
BOW VALLEY RESOURCE SERVICES LTD.	C E

BREAD-MAN INTERNATIONAL INC.
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION
BRITISH PETROLEUM COMPANY LIMITED
BRUNSWICK MINING AND SMELTING CORPORATION LIMITED
CALVERT-DALE ESTATES LIMITED
CAMINO GOLD MINES LIMITED
CAMPBELL RESOURCES INC.
CAMPEAU CORPORATION
CANADA CEMENT LAFARGE LTD.
CANADIAN IMPERIAL BANK OF COMMERCE
CANADIAN MANOIR INDUSTRIES LIMITED
CANADIAN PACIFIC ENTERPRISES LIMITED
CANADIAN RESERVE OIL & GAS LTD.
CANADIAN TIRE CORPORATION LIMITED
CANSHORE EXPLORATION LIMITED
CANUC RESOURCES INC.
CAPITAL DYNAMICS LIMITED
CARMA DEVELOPERS LTD.
CARMA LTD.
CARUSCAN CORPORATION
CASSIDYS LIMITED
CENTRAL PATRICIA LIMITED
CHESS-CLARION 1980-81 EXPLORATION PROGRAM
CHIEFTAIN DEVELOPMENT CO. LTD.
CHIMO GOLD MINES LTD.
CLAREVIEW GARDENS APARTMENT PROJECT
COCHRANE-DUNLOP LIMITED
COCKFIELD BROWN INC.
COMMERCIAL FINANCE CORPORATION LIMITED
CONSOLIDATED LOUANNA GOLD MINES LTD.
CONSOLIDATED PIPE LINES COMPANY
CONSOLIDATED PROFESSOR MINES LIMITED
CONSOLIDATED REXSPAR MINERALS & CHEMICALS LTD.
CONWEST EXPLORATION COMPANY LIMITED
COPCONDA-YORK RESOURCES INC.
COURVAN MINING COMPANY LIMITED
CRACKINGSTONE MINES LIMITED
CRAIGMONT MINES LIMITED
DALMYS (CANADA) LIMITED
DAVIS DISTRIBUTING LIMITED
DEJOUR MINES LIMITED
DIGITECH LTD.
DOFASCO INC.
DOMAN INDUSTRIES LIMITED
DOME CANADA LIMITED
DOME MINES LIMITED
DOME PETROLEUM LIMITED
DOMTAR INC.
DUPONT CANADA INC.
DYLEX LIMITED
DYNAMAR ENERGY LIMITED
EATON BAY TRUST COMPANY (ALBERTA)
ELECTRO-KNIT FABRICS (CANADA) LTD.
ETHYL CORPORATION
EVERGREEN ENERGY RESOURCES LTD.
EXQUISITE FORM BRASSIERE (CANADA) LIMITED
EXTENDICARE LTD.

XXETER RESOURCES CORP.	C
IRST CITY FINANCIAL CORPORATION LTD.	E
IRST CITY TRUST COMPANY	E
ISHER OIL & GAS CORPORATION	E
OODEX INC.	C
ORD MOTOR COMPANY	C
& H STEEL INDUSTRIES LIMITED	E
ALVESTON PETROLEUMS LTD.	C E
ANE PETROLEUM CORPORATION LTD.	C
EMEX MINERALS INC.	C
EOCRUDE ENERGY INC.	C
IANT YELLOWKNIFE MINES LIMITED	E
LENCAIR RESOURCES INC.	C
OLDALE INVESTMENTS LIMITED	E F
UARANTY TRUST COMPANY OF CANADA	B
ULFSTREAM RESOURCES CANADA LIMITED	B
ARRIS STEEL GROUP INC.	E
ATLEIGH CORPORATION	C
AVELOCK ENERGY & RESOURCES INC.	E
EMERDON MINING & SMELTING LIMITED	B
IRAM WALKER RESOURCES LTD.	E
OFFMAN EXPLORATION AND MINERALS LIMITED	E
UCAMP MINES LIMITED	E
UDSON BAY MINING AND SMELTING CO. LIMITED	E
UDSON'S BAY COMPANY	E F
USKY OIL LTD.	E
MASCO LIMITED	C E
NCO LIMITED	E
NEXCO OIL COMPANY	E
NTER-CITY GAS CORPORATION	E
NTERNATIONAL CHEMALLOY CORPORATION	E
NTERNATIONAL MOGUL MINES LIMITED	E
NVESTORS MUTUAL OF CANADA LIMITED	A B
SLAND TELEPHONE COMPANY LIMITED, THE	C
-Q RESOURCES INC.	C
AMESTOWN RESOURCES INC.	E
OHN LABATT LIMITED	E
REMZAR GOLD MINES LIMITED	B
ACANA MINING CORPORATION	E
AIDLAW TRANSPORTATION LIMITED	E
AVA CAP RESOURCES LTD.	C
EHNDORFF CORPORATION	B C
ENORA EXPLORATIONS LTD.	C
EVER BROTHERS LIMITED	C
IBERIAN IRON ORE LIMITED	C E
OBLAW COMPANIES LIMITED	E
OBLAWS LIMITED	C E
OCHIEL EXPLORATION LTD.	E
UMONICS INC.	E
& M PORCUPINE GOLD MINES LIMITED	E
.T.S. INTERNATIONAL SERVICES INCORPORATED	E
ACLEAN HUNTER LIMITED	E
AGIC SHOW, THE	E
AGNA INTERNATIONAL INC.	E
AGNETICS INTERNATIONAL LTD.	E
AHER INC.	C
ANITOU-BARVUE MINES LIMITED	E

MAREAST EXPLORATIONS LIMITED	C
MARITIME ELECTRIC COMPANY LIMITED	C
MARK'S WORK WEARHOUSE LTD.	E
MASCAN CORPORATION	C
McCHIP RESOURCES INC.	E
McGRAW-HILL RYERSON LIMITED	E
McINTYRE MINES LIMITED	C
MEDCON RESOURCES LTD.	E
MEDINA ENERGY RESOURCES CORPORATION	E
MENTOR EXPLORATION & DEVELOPMENT CO. LIMITED	C
MIDCON OIL & GAS LIMITED	E
MOBIL CORPORATION	E
MONENCO LIMITED	C
MORRISON PETROLEUMS LIMITED	C E
MOUNT JAMIE MINES LIMITED	C
MURPHY OIL COMPANY LTD.	C
N R D MINING LTD.	C
NATIONAL RESOURCE EXPLORATION PROGRAM - 1980	C
NATIONAL TRUST COMPANY, LIMITED	E
NEVASCO CORPORATION	F
NEW KELORE MINES LTD.	A C
NEW REDWOOD GOLD MINES LIMITED	C
NORTHERN TELECOM LIMITED	E
NORTHLAND BANK	A
NORTHWEST SPORTS ENTERPRISES LTD.	A
NOVA-CO EXPLORATION LIMITED	C
NOVAMETRIX MEDICAL SYSTEMS INC.	A C
NUMAC OIL & GAS LTD.	E
O P I LTD.	C
OAKWOOD PETROLEUMS LTD.	C
OCELOT INDUSTRIES LIMITED	C
OKANAGAN HELICOPTERS LTD.	E
ONYX PETROLEUM EXPLORATION COMPANY LTD.	B C
ORRWELL ENERGY CORPORATION LTD.	E
PACIFIC COPPER MINES LTD.	C
PACIFIC NORTHERN GAS LTD.	C
PALOMA PETROLEUM LTD.	C E
PAN-CANA 81	C
PANHANDLE EASTERN PIPE LINE COMPANY	E
PARK COUNTY TOWNHOUSE INVESTMENTS	C
PARLAKE RESOURCES LIMITED	C
PATHWAY FOOD INDUSTRIES LIMITED	A
PE BEN OILFIELD SERVICES LTD.	C
PEMBINA PIPELINE LTD.	C
PENN WEST PETROLEUM LTD.	E
PETRO-SUN INC.	C
PETROFLO PETROLEUM CORPORATION	A
PETROINC RESOURCES LTD.	F
PHILLIPS PETROLEUM COMPANY	C
PHOENIX CANADA OIL COMPANY LIMITED	C
PLACE MONTFORT APARTMENT PROJECT	A
PONDER OILS LTD.	C
PONY SPORTING GOODS LIMITED	C
POP SHOPPES INTERNATIONAL INC.	C E
POWER CORPORATION OF CANADA	E
PROCAN MORTGAGE CORPORATION	C
PROMED TECHNOLOGY INC.	E

PROVIDENT STOCK FUND LTD.	A B
QUASAR PETROLEUM LTD.	C
QUEBEC EXPLORERS CORPORATION LTD.	C
RANCHMEN'S EXPLORATION & DEVELOPMENT PARTNERSHIP (1976)	C
RANCHMEN'S EXPLORATION & DEVELOPMENT PARTNERSHIP (1977)	C
RANCHMEN'S RESOURCES (1976) LTD.	C
RAYLLOYD MINES & EXPLORATIONS LIMITED	C
RAYROCK RESOURCES LIMITED	C E
READER'S DIGEST ASSOCIATION (CANADA) LTD.	C E
REDSTONE RESOURCES INC.	C
REMBRANDT GOLD MINES LTD.	B
RENAISSANCE 1980 LIMITED PARTNERSHIP	C
REVELSTOKE COMPANIES LTD.	E
RICKABY MINES LIMITED	C
RIDEAU HEIGHTS APARTMENTS TRUST	C
RIO ALTO EXPLORATION LTD.	E
ROBINSON, LITTLE & CO. LTD.	C
ROMFIELD BUILDING CORPORATION LIMITED	C
ROXY PETROLEUM LTD.	E
S.I.S. EXPLORATIONS CORPORATION	E
SAN JUDAS MOLYBDENUM CORPORATION LIMITED	C
SCEPTRE RESOURCES LIMITED	C
SCOTT PAPER LIMITED	E
SCOTT'S HOSPITALITY INC.	E
SCURRY-RAINBOW OILS LIMITED	E
SEAWARD RESOURCES LTD.	C
SEAWAY TRUST COMPANY	C E F
SEVERN MINES LIMITED	C
SHELL CANADA LIMITED	E
SHELTER HYDROCARBONS 78-I	C
SHELTER HYDROCARBONS 80-III	C
SHELTER HYDROCARBONS 81-1	C
SHELTER HYDROCARBONS LIMITED	C
SHEPHERD PRODUCTS LIMITED	C
SHERRITT GORDON MINES LIMITED	E
SHININGTREE GOLD RESOURCES INC.	C
SIGMA MINES (QUEBEC) LIMITED	C
SILVER CENTURY EXPLORATIONS LTD.	E
SILVERTON RESOURCES LTD.	E
SILVERWOOD INDUSTRIES LIMITED	E
SKYE RESOURCES LTD.	E
SOLEX OIL SANDS CORPORATION	C
SPIRIT LAKE EXPLORATIONS LIMITED	A B
ST. FABIEN EXPLORATIONS INC.	C
ST. LAWRENCE CEMENT INC.	E
STANFORD RESOURCES LIMITED	C E
STEADMAN OCEANOGRAPHIC TENCHNOLGY & GROWTH FUND	C
STEINBERG INC.	C E
STELCO INC.	E
SUDBURY CONTACT MINES LIMITED	C
SULLICO RESOURCES LTD.	E
SUNCOR INC.	E
SUPERIOR OIL COMPANY, THE	E
TALCORP ASSOCIATES LIMITED	E
TAMAN RESOURCES LIMITED	C
TANGLEWOOD PETROLEUM CORPORATION	E F
TECK CORPORATION	E

TECTONIC ENERGY CORPORATION	C
TEXACO CANADA INC.	E
THOMAS NATIONWIDE TRANSPORT LIMITED	A
THOMPSON-LUNDMARK GOLD MINES LIMITED	E
THUNDER BAY AMETHYST MINING COMPANY LIMITED	C
TINTINA MINES LIMITED	E
TOTAL PETROLEUM (NORTH AMERICA) LTD.	C
TRANS CANADA GLASS LTD.	C
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	E
TRANS-CANADA RESOURCES LTD.	B
TRANS-WESTERN EXPLORATION, INC.	C
TRANSALTA UTILITIES CORPORATION	E
TRANSCANADA PIPELINES LIMITED	E
TRANSCONTINENTAL RESOURCES LIMITED	C
TRANSPACIFIC ASBESTOS INC.	C
TRIO-ARCHEAN DEVELOPMENTS INC.	A
TRIZEC CORPORATION LTD.	E
TURBO RESOURCES LIMITED	E
TWIN RICHFIELD OILS LTD.	C
ULTRAMAR COMPANY LIMITED	E
UNICAN SECURITY SYSTEMS LTD.	C
UNICOL COLLECTION AGENCIES LIMITED	F
UNICORP FINANCIAL CORPORATION	E
UNION CARBIDE CANADA LIMITED	E
UNION GAS LIMITED	E
UNION OIL COMPANY OF CANADA LIMITED	E
UNITED HEARNE RESOURCES LTD.	C
UNITED KENO HILL MINES LIMITED	E
UNITED TIRE & RUBBER CO. LIMITED	C
VAN der HOUT ASSOCIATES LIMITED	E
VICTORIA AND GREY TRUST COMPANY	E
VS SERVICES LTD.	E
WAINOCO 77 CANADA	C
WAINOCO 78 CANADA	C
WAINOCO 79 CANADA	C
WAINOCO 80 CANADA	C
WARDAIR INTERNATIONAL LTD.	E
WARREN EXPLORATIONS LIMITED	C
WEBBWOOD MOBILE HOME ESTATES LIMITED	A
WESTCOAST TRANSMISSION COMPANY LIMITED	C
WESTERN RESOURCES MINERALS LIMITED	C
WESTFAIR FOODS LTD.	C
WESTFORT PETROLEUMS LTD.	C
WESTGROWTH PETROLEUMS LTD.	C
WESTMILLS CARPETS LIMITED	B
WESTMOUNT RESOURCES LTD.	C
WILANOUR RESOURCES LIMITED	E
WILSHIRE OIL COMPANY OF TEXAS	E
WOODWARD STORES LIMITED	E
YORK RESOURCES N.L.	C
YORK RUSSEL INC.	C
YVANEX DEVELOPMENTS LIMITED	C
ZEPHYR RESOURCES LTD.	A
AEC POWER LTD.	C
ALANDA ENERGY CORP.	C
B.C. CENTRAL CREDIT UNION	C

FORT NORMA EXPLORATIONS INC.	C
GENERAL PUBLIC UTILITIES CORPORATION	C
GROUND STAR RESOURCES LTD.	C
IOWA SOUTHERN UTILITIES COMPANY	C
KINGSWOOD EXPLORATION LIMITED	C
MICA COMPANY OF CANADA	A B
MID-EAST DEVELOPMENTS LTD.	E
NORTHWEST VENTURES LTD.	C
NU-ENERGY DEVELOPMENT CORP.	A
ORION CAPITAL CORPORATION	E
PACIFIC WESTERN AIRLINES	E
PRAIRIE PACIFIC ENERGY CORPORATION	E
PRENOR GROUP LTD.	C
REGAL CAPITAL PLANNERS LIMITED	A
SHELTER HYDROCARBONS 80-I	
SONOR PETROLEUMS CORPORATION	C
STAMPEDE INTERNATIONAL RESOURCES LTD.	C
SUNGATE RESOURCES LTD.	C
SUNMIST ENERGY RESOURCES LIMITED	C
TRIMACK INVESTMENT MANAGEMENT INC.	E
VENTURETEK INTERNATIONAL LIMITED	A B E

NEW ISSUE AND SECONDARY FINANCING

AMERACRUDE INTERNATIONAL INC.

Final receipt issued December 2, 1981 for prospectus dated November 26, 1981 qualifying a minimum of 400,000 common shares and a maximum of 800,000 common shares from treasury at a price of $1.50 per share, to net the company a minimum of $500,000 and a maximum of $1,000,000 before expenses of the issue.

DIEPDAUME MINES LIMITED

Final receipt issued December 7, 1981 for a prospectus dated November 27, 1981 filed under S.52(2) of the Securities Act to enable the company to become a reporting issuer within the meaning of the Act.

EMERALD PLACE I

Final receipt issued December 4, 1981 for a prospectus dated November 30, 1981 qualifying for sale in Ontario 62 units of ownership in a real estate project. The units are divided into 32 A units at a price of $23,000 and 30 B units at a price of $27,500. The net proceeds to the project from the sale of the units is $1,561,000 before issue expenses of $203,610.

Agent: Imperial Securities Ltd.
Promoter: Imperial Financial Services Ltd.

COUP FILMS LTD. "LOVE"

Final receipt issued December 2, 1981 for a prospectus dated November 27, 1981 offering for sale in Ontario units (comprising 82.0795%) of undivided ownership of a feature length motion picture film titled "Love", at a price per unit of $10,000, to net the issuer $2,529,800 before expenses of issue. The unts will be sold on a best-efforts basis.

Agent: National Film Finance Corporation
Promoters: Renee Perlmutter, David Perlmutter,
Quadrant Films Limited

PARAGON II

Final receipt was issued on December 8, 1981 for a prospectus dated December 4, 1981 offering 1,187 units in each of two limited partnerships, The Davenport and The Dorset, at a price of $8,000 per unit, to net the issuers $8,736,320 before expenses of issue.

Agent: Wood Gundy Ltd.
Promoters: Paragon Realty Ltd.
Regent Securities Limited
Stener Management Ltd.

TRANSALTA UTILITIES CORPORATION

Final receipt issued December 4,1981 for a prospectus dated December 3, 1981 of Transalta Utilities Corporation qualifying for sale in Ontario $80,000,000 15 1/4% secured debentures Series H maturing January 12, 1987 and priced to yield 15.32% to maturity.

Proceeds to the corporation before deducting expenses of issue will be $78,800,000.

Underwriter: Merrill Lynch, Royal Securities Limited

PRELIMINARY PROSPECTUSES WITHDRAWN

ABITIBI - PRICE INC.

The two preliminary prospectuses dated June 29, 1981 have been withdrawn at the request of the company.

BURNHILL PARTNERSHIP

The preliminary prospectus dated November 6, 1981 was withdrawn on December 4, 1981 at the request of the issuer.

PEGA CAPITAL RESOURCES LTD.

The preliminary prospectus dated July 28, 1981 has been withdrawn at the request of the company.

PRELIMINARY PROSPECTUSES RECEIVED

December 3, 1981

The Algoma Steel Corporation, Limited — National Issue - Ontario

Offering $ * , * % sinking fund debentures, Series L (secured and redeemable) at a price of *.

Underwriters: Wood Gundy Limited
Greenshields Incorporated
Burns Fry Limited

Cullaton Lake Gold Mines Ltd.

Offering 1,200,000 common shares at $10 per share.

December 4, 1981

Cambridge Venture Ltd.

Offering 600,000 common shares at $10 per share.

Agent: Cambridge Venture Ltd.

Filmplan International II Inc. and
"Videodrome" and "Dreamworld"

Offering 900 units at a price of $10,000 per unit.

Agent: Steadford Securities Limited

December 7, 1981

Nova, An Alberta Corporation National Issue - Alberta

Offering $ * , * % sinking fund debentures, Series 7 at a price of * and accrued interest.

Underwriters: Dominion Securities Ames Limited
Pitfield Mackay Ross Limited

December 8, 1981

Toburn Gold Mines Ltd.

Offering 1,000,000 common shares at a price of $1.05 per share.

Distributed through registered securities dealers.

Woodway Resources Limited

Offering 725,000 common shares (without par value) at a price of $1.10 per share.
Secondary Offering: 208,750 shares

Underwriter: Marchment & MacKay Limited

OTHER INFORMATION

TRANSFER WITHIN ESCROW

AGGRESSIVE MINING LIMITED

From	To	No. of Shares
Estate of Frederick Hurdman Jowsey (I.F. Jowsey, Executrix)	Aggressive Mining Limited	546,750

ONTARIO OVER-THE-COUNTER MARKET

SUMMARY OF SHARES TRADED

	Month of November		Year-to-Date	
	1981	1980	1981	1980
INDUSTRIAL	4,003,890	3,932,267	67,314,130	26,448,456
MINING	4,586,380	28,703,475	132,376,810	230,611,325
OIL & GAS	3.913,389	9,138,638	59,481,404	50,523,354
	12,503,659	41,774,380	259,172,344	307,583,135

The dollar value for the foregoing trading is not available.

STATISTICS OF FILINGS 1980/81

Comparative monthly and cumulative dollar value of financial filings accepted November 30, 1981

(IN $000'S)

	MONTH				CUMULATIVE			
	1980		1981		1980		1981	
PROSPECTUSES	Equity	Debt	Equity	Debt	Equity	Debt	Equity	Debt
Bank	-	-	375,000	150,000	-	-	950,000	300,000
Film	16,970	-	8,000	-	60,355	-	9,210	-
Finance	40,000	-	-	-	44,000	45,000	8,004	244,025
Industrial	70,000	-	5,000	-	2,352,882	837,500	1,748,448	538,216
M.U.R.B.	4,500	-	18,503	-	29,500	-	40,310	-
Natural Resource								
-Mining - Junior	1,005	-	2,715	-	22,793	-	24,511	-
- Other	-	-	-	-	11,000	-	6,057	4,742
-Oil & Gas - Junior	13,400	-	705	-	33,410	-	54,804	-
- Other	58,000	-	-	-	293,370	75,000	330,914	-
Oil & Gas Program	18,000	-	2,000	-	108,000	-	107,010	-
S.B.D.C.	-	-	-	-	5,530	-	1,000	-
Miscellaneous	3,760	-	-	-	68,085	-	102,500	-
Sub Total	225,675	-	411,923	150,000	3,028,925	957,500	3,382,768	1,086,983
STATEMENTS OF MATERIAL FACTS								
Natural Resource								
-Mining - Junior	1,000	-	-	-	3,150	-	400	-
- Other	-	-	-	-	1,002	-	-	-
-Oil & Gas - Junior	-	-	-	-	8,850	-	4,675	-
- Other	-	-	-	-	20,785	-	-	-
Sub Total	1,000	-	-	-	33,787	-	5,075	-
PRIVATE PLACEMENTS								
Form 20	173,161	39,163	246,022	67,535	1,308,359	1,389,267	4,982,876	1,377,306
Form 21	17,328	-	266	-	100,396	32,729	98,655	9,962
Sub Total	190,489	39,163	246,288	67,535	1,408,755	1,421,996	5,081,531	1,387,268
TOTAL	417,164	39,163	658,211	217,535	4,471,467	2,379,496	8,469,374	2,474,251

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Ontario Securities Commission

OSC Bulletin

DECEMBER 18, 1981 VOLUME 2 #23/81

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NOTICE

THIS IS THE LAST ISSUE OF
VOLUME 2/81.
THE NEXT ISSUE OF THE OSC
BULLETIN WILL BE FOR THE
WEEKENDING JANUARY 8, 1982.

XXX

THE COMMISSION AND ITS STAFF
TAKES THIS OPPORTUNITY OF
WISHING ITS SUBSCRIBERS THE
COMPLIMENTS OF THE SEASON.

NOTICE

The Commission is pleased to announce that Mrs. Heidi L. Akhtar, formerly a Financial Examiner with the Commission, will now assume accounting duties with the Investigation Section of the Enforcement Branch.

Toronto
December 17, 1981

RE: ROSMAR CORPORATION LIMITED

The following is an excerpt from The Securities and Exchange Commission Docket Volume 23, No. 16, November 3, 1981.

The Securities and Exchange Commission (Commission) has ordered public administrative proceedings under the Securities Exchange Act of 1934 (Exchange Act) against Rosmar Corp. Ltd., Albert Allison, Louis Bortnick, Saul Nisker, Sam Sugarman, Harry Eckler, and Norman Kates. Rosmar Corp. Ltd. is a registered broker-dealer with its principal place of business in Toronto, Ontario, Canada. Mr. Allison is president of Rosmar. The other named individuals are persons who are or were associated with Rosmar.

The Order for Proceedings alleges that Rosmar and the named indivuduals wilfully violated and wilfully aided and abetted violations of the registration requirements of the Securities Act of 1933 and various anti-fraud provisions of the Securities Act and the Exchange Act.

The Order alleges that during the periods from about April 11, 1979 about July 16, 1979 and from about December 1, 1979 to about April 30, 1980, unregistered common stocks of Temple Explorations Inc. and Thunderbolt Gas & Oil Explorations Inc., respectively, were offered for sale and sold to residents of the United States, in violation of Sections 5(a) and 5(c) of the Securities Act.

The Order also alleges that in the offer and sale of such securities, residents of Canada were solicited to sell such securities to Rosmar; that residents of the United States were solicited to purchase the securities from Rosmar, which shares were being concurrently or simultaneously acquired from Canadian residents; that purchasers residing in the United States were charged excessive prices for the shares, not reasonably related to Rosmar's contemporaneous costs or to prevailing market prices; that Rosmar dominated and controlled the market in these stocks, and prices charged the purchasers were arbitrarily determined and established; and that there was a failure to disclose the above to purchasers residing in the United States. The Order alleges that such acts and practices violated Section 17(a) of the Securities Act, Section 10(b) and 15(c)(1) of the Exchange Act, and Rules 10b-3, 10b-5 and 15c1-2 thereunder. Mr. Kates is not charged with any violations in connection with the sale of the stock of Thunderbolt Gas & Oil Explorations Inc.

The Order also alleges that during the relevant periods of time involved, Rosmar and Mr. Allison wilfully violated

Section 10(b) of the Exchange Act and Rule 10b-6 thereunder, by purchasing shares of Temple Explorations and Thunderbolt Gas & Oil Explorations while engaged in the distribution of such shares and inducing other person to purchase the shares, prior to completion of the distribution.

The Order also alleges tha Rosmar and Mr. Allison failed reasonably to supervise the other named individuals with view to preventing the violations alleged.

Simultaneously with the institution of proceedings, the Commission accepted an offer of settlement submitted by Rosmar Corp. Ltd. and Albert Allison, whereby, without admitting or denying the allegations contained in the Order for Proceedings, Rosmar and Allison consented to findings by the Commission that they wilfully violated Sections 5(a), 5(c) and 17(a) of the Securities Act; Section 10(b) of the Exchange Act; and Rules 10b-5 and 10b-6 thereunder; and that Rosmar wilfully violated, and Allison wilfully aided and abetted violations of Sections 10(b) and 15(c)(1) of the Exchange Act, and Rules 10b-3 and 15c1-2 thereunder. Rosmar consented to the revocation of its broker-dealer registration and Allison consented to his being barred from association with any broker-dealer (See Exchange Act Release No. 18192, entitled Findings and Order Imposing Remedial Sanctions).

A hearing will be scheduled with respect to the other remaining Respondents in the proceeding to determine whether the allegations in the Order for Proceedings are true, and, if so, to decide what, if any, remedial sanctions would be appropriate and should be ordered by the Commission.

FINDINGS AND ORDER IMPOSING REMEDIAL SANCTIONS

In these broker-dealer proceedings under the Securities Exchange Act of 1934 ("Exchange Act") Rosmar Corporation Limited ("Registrant") a registered broker-dealer, and Albert Allison ("Allison"), President of Registrant, have submitted an offer of settlement, [1] which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings pursuant to specified sections of the Exchange Act, the Investment Company Act of 1940 and the Investment Advisers Act of 1940, and without admitting or denying the allegations contained in the Order for Proceedings, Registratnt and Allison consent to the findings [2] and santions set forth below.

On the basis of the Order for Proceedings and the offer of settlement, the Commission finds that:

1. During the periods from about April 11, 1979 to about July 16, 1979, and from about December 3, 1979 to about April 30, 1980, respectively, Registrant and Allison wilfully violated Sections 5(a) and 5(c) of the Securities Act of 1933, in the offer to sell; the sale; and delivery after sale of shares of the common stock of Temple Explorations Inc. and Thunderbolt Gas & Oil Explorations Inc., respectively.

2. During the periods from April 1, 1979 to about July 16, 1979, and from about December 1, 1979 to about April 30, 1980, respectively Registrant and Allison wilfully violated Section 17(a) of the Securities Act of 1933; Section 10(b) of the Exchange Act, and Rules 10b-5 and 10b-6 thereunder, in the offer for sale and sale of, and in connection with the purchase and sale of, common stock of Temple Explorations Inc., and Thunderbolt Gas & Oil Explorations, Inc. respectively.

3. During the periods from about April 1, 1979 to about July 16, 1979, and from about December 1, 1979 to about April 30, 1980, respectively, Registrant wilfully violated, and Allison wilfully aided and abetted violations of Sections 10(b) and 15(c)(1) of the Exchange Act and Rules 10b-3 and 15c1-2 thereuner, in connection with the purchase and sale of common stock of Temple Explorations Inc. and Thunderbolt Gas & Oil Explorations Inc., respectively.

Accordingly, IT IS ORDERED that:

(1) The registration as a broker and dealer of Rosmar Corporation Limited be, and it hereby is, revoked, and that;

(2) Albert Allison be, and he hereby is, barred from being associated with any broker or dealer.

For the Commission, by its Secretary, pursuant to delegated authority.

George A. Fitzsimmons
Secretary

NOTICE

RE: TURBO RESOURCES LIMITED - FOLLOW-UP OFFER TO SHAREHOLDERS OF MERLAND EXPLORATIONS LIMITED

Turbo Resources Limited has applied to The Ontario Securities Commission for an order extending the time within which Turbo must complete its follow-up offer to shareholders of Merland Explorations Limited for up to 60 days beyond December 29, 1981. Turbo acquired control of Merland in June 1981 at a price of $13 1/8 per share of Merland.

Turbo's application will be heard by the Commission at its offices on the 6th Floor, 10 Wellesley Street East, Toronto on Monday, December 21, 1981, at 2:30 P.M.

NOTICE OF INTENTION TO HOLD A PUBLIC HEARING

Re: RESTRICTIONS ON INSTITUTIONAL OWNERSHIP OF SECURITIES DEALERS

RESTRICTIONS OF DIVERSIFICATION BY SECURITIES DEALERS

TAKE NOTICE that the Ontario Securities Commission proposes convening a hearing, to be held jointly with other interested Canadian Securities Administrators (the "Administrators"), into:

1. the implications for the Canadian capital market in permitting a non-securities related business, including a financial institution, to acquire an interest, either directly or indirectly, in a securities dealer through which it is in a position, directly or indirectly, to influence the manner in which that securities dealer conducts its business including the underwriting and distribution of securities and the nature and scope of the service offered by the dealer to investors; and

2. to determine whether it is in the public interest to prohibit securities dealers from diversifying into non-securities related businesses, including the business of banking, of a loan or trust corporation, or of an insurance company.

The Administrators are aware that the Canadian self-regulatory organizations are presently considering the question of diversification. The Administrators are not aware of any current study into the ramifications of institutional ownership.

This notice of intention flows from questions raised through the July 21, 1981 public ownership hearing.

As an interim measure, to permit securities dealers to seek capital from the public, the Commission has contemporaneously published OSC Policy 3-62 setting out specific conditions of registration, including restrictions on institutional ownership and diversification.

In conjunction with other interested Canadian Securities Administrators, the Commission will develop terms of reference for the hearing. These will be published together with request for submissions at least two months before the date fixed for the hearing. Having regard to the general subjects noted above the Commission welcomes any suggestions as to the nature and scope of the hearing proposed to be held. These may be submitted to

The Secretary,
Ontario Securities Commission,
10 Wellesley Street East,
Toronto, Ontario.
M7A 2H7

JOSEPH STEPHEN KUZYK

UPON being advised that JOSEPH STEPHEN KUZYK a registrant under the Commodity Futures Act, R.S.O. 1980, c. 78 has engaged in conduct of such a nature that a hearing will be necessary to consider whether it is in the public interest to suspend or cancel such registration;

AND UPON being of the opinion that the delay necessary for such a hearing would be prejudicial to the public interest;

IT IS ORDERED pursuant to the provisions of section 24(2) of the Commodity Futures Act, R.S.O. 1980, c. 78 that the registration of JOSEPH STEPHEN KUZYK as a Commodities Salesman be and the same is hereby suspended from and including the 20th day of November 1981 to and including the 4th day of December 1981.

November 20, 1981

"Henry J. Knowles" "Harry Bray"

E. D. PRESLEY CORPORATION LIMITED

UPON being advised that the financial position of E. D. PRESLEY CORPORATION LIMITED, a registrant under the Commodity Futures Act, is such that a hearing will be necessary to consider whether it is in the public interest to suspend or cancel such registration;

AND UPON being of the opinion that the delay necessary for such a hearing would be prejudicial to the public interest;

IT IS ORDERED, pursuant to the provisions of s.24(2) of the Commodity Futures Act, R.S.O. 1980, c.78, that the registration of E.D. PRESLEY CORPORATION LIMITED in the category of Futures Commission Merchant be and the same is hereby restricted to the execution of liquidating trades only for a period of fifteen days from the date hereof.

December 15, 1981

'Henry J. Knowles" "Harry S. Bray"

BMRI REALTY INVESTMENTS

WHEREAS BMRI Realty Investments is an unincorporated trust created under the laws of Ontario;

AND WHEREAS BMRI Realty Investments has made an application, which application was received on November 24, 1981, and perfected on December 4, 1981 to the Ontario Securities Commission (the "Commission") for an order pursuant to section 82 of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND WHEREAS BMRI Realty Investments has represented to the Commission that it has fewer than fifteen security holders resident in Ontario;

AND WHEREAS the Commission is satisfied that to grant this order would not be prejudicial to the public interest;

IT IS ORDERED pursuant to section 82 of the Act that BMRI Realty Investments be and hereby is deemed to have ceased to be a reporting issuer for the purposes of the Act for so long as it shall have fewer than fifteen security holders whose latest address as shown on the books of BMRI Realty Investments is in Ontario.

December 9, 1981

"Stuart Thom" "Harry Bray"

MOORE CORPORATION LIMITED

UPON the application, received November 12, 1981 and perfected November 23, 1981 of MOORE CORPORATION LIMITED (the "Issuer"),a company incorporated under the laws of the Province of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to Section 117(2)(a)(ii) of the Securities Act, R.S.O. 1980, c. 466, (the "Act");

AND UPON the Commission, pursuant to Section 6 of the Act, having assigned to me the power to make such an Order;

AND UPON being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to Section 117(2)(a)(ii) of the Act that the insiders of the Issuer be and the same are hereby exempted from the reporting requirements of Section 102 of the Act with respect to the acquisition of securities of the Issuer through the Optional Stock Dividend and Dividend Reinvestment Plan (the "Plan") provided that:

1. Each insider shall file by the 1st day of March of each year a report in the form prescribed by Section 102 of the Act disclosing therein any increase not previously reported in the holdings of such insider of securities through the Plan during the twelve month period ending on the 31st day of December; and

2. If any insider should dispose of securities acquired through the Plan prior to reporting the acquisition thereof, such insider shall file a report in accordance with Section 102 of the Act disclosing therein both the acquisition and disposition of such securities.

December 16, 1981

"John F. Leybourne"

NORTHERN TELEPHONE LIMITED

O R D E R
(Section 79)

UPON the application initially received April 16, 1981 o NORTHERN TELEPHONE LIMITED (the "Applicant"), a company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 79 of the Securities Act, R.S.O. 1980, c. 466, for an order exempting it from the requirements of sections 7 and 78 of that Act;

AND UPON reading the material submitted in support of th application, filed, hearing from the Secretary-Treasurer of t Applicant, and counsel for the Applicant and the Commission;

AND UPON not being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED that the application be and the same is hereby denied, for the reasons attached hereto.

19th November, 1981

"Henry J. Knowles" "Harry S. Bray"

"Robert T. Morgan" "Geddes M. Webster"

"Dean Stanley Beck" "Alfred T. Holland"

"Edgar S. Miles" "Stuart Thom"

NORTHERN TELEPHONE LIMITED

O R D E R
(Section 79)

UPON the application initially received April 16, 1981 of NORTHERN TELEPHONE LIMITED (the "Applicant"), a company incorporated under the laws of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 79 of the Securities Act, R.S.O. 1980, c. 466, for an order exempting it from the requirements of sections 76 and 78 of that Act;

AND UPON reading the material submitted in support of the application, filed, hearing from the Secretary-Treasurer of the Applicant, and counsel for the Applicant and the Commission;

AND UPON not being satisfied in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED that the application be and the same is hereby denied, for the reasons attached hereto.

19th November, 1981

"Henry J. Knowles" "Harry S. Bray"

"Robert T. Morgan" "Geddes M. Webster"

"Dean Stanley Beck" "Alfred T. Holland"

"Edgar S. Miles" "Stuart Thom"

TRANS CANADA OPTIONS INC.

ORDER
(Section 73)

UPON application to the Ontario Securities Commission (the "Commission") by Trans Canada Options Inc. ("TCO") for an extension, under section 73 of The Securities Act, 1978, S.O. 1978, c.47, of the time within which a receipt for a prospectus must be obtained from the Director of the Commission (the "Director") following the lapse date of the current prospectus relating to the securities issued by TCO, which lapse date is 11 July 1981;

AND UPON the Commission being satisfied that to do so is necessary to provide sufficient time to consider the application by TCO for an order permitting the use of a "summary disclosure document" in conjunction with the prospectus and would not be prejudicial to the public interest;

IT IS HEREBY ORDERED that the time within which a receipt for a prospectus relating to the securities issued by TCO must be obtained from the Director is extended to 31 October 1981.

9th July, 1981.

"Henry J. Knowles" "Stuart Thom"

TRANS CANADA OPTIONS INC.

ORDER
(Section 73)

UPON application, under section 73 of the Securities Act, R.S.O. 1980, c.466, to the Ontario Securities Commission (the "Commission") by Trans Canada Options Inc. ("TCO") for a further extension beyond that granted by the Commission's Order of 9 July 1981, of the time within which a receipt for a prospectus must be obtained from the Director of the Commission (the "Director") following the lapse date of the current prospectus relating to the securities issued by TCO, which lapse date was 11 July 1981;

AND UPON the Commission being satisfied that to do so is necessary to provide further time to consider the application by TCO for an order permitting the use of a "summary disclosure document" in conjunction with the prospectus and would not be prejudicial to the public interest;

IT IS HEREBY ORDERED that the time within which a receipt for a prospectus relating to the securities issued by TCO must be obtained from the Director is extended to 31 December 1981.

7th October, 1981

"Henry J. Knowles" "Harry S. Bray"

TRANS CANADA OPTIONS INC.

ORDER
(Section 73)

UPON application, under section 73 of the Securities Act, R.S.O. 1980, c.466, to the Ontario Securities Commission (the "Commission") by Trans Canada Options Inc. ("TCO") for a further extension beyond that granted by the Commission's Order of 7 October 1981, of the time within which a receipt for a prospectus must be obtained from the Director of the Commission (the "Director") following the lapse date of the current prospectus relating to the securities issued by TCO, which lapse date was 11 July 1981;

AND UPON the Commission being satisfied that to do so is necessary to provide further time to consider the application by TCO for an order permitting the use of a "summary disclosure document" in conjunction with the prospectus and would not be prejudicial to the public interest;

IT IS HEREBY ORDERED that the time within which a receipt for a prospectus relating to the securities issued by TCO must be obtained from the Director is extended to 1 March 1982 subject to the condition that all outstanding staff comments on the form of the summary disclosure document have been resolved by 15 December 1981.

26th November, 1981

"Henry J. Knowles" "Harry S. Bray"

"Robert T. Morgan" "Geddes M. Webster"

"Dean Stanley Beck" "Alfred T. Holland"

"Edgar S. Miles" "Stuart Thom"

THE TORONTO STOCK EXCHANGE BY-LAW NO. 244

ORDER

(Section 22(2)(b))

WHEREAS, after due notice, on July 27, 1981 the Commission held a public hearing for the purpose of considering By-law No. 244 of The Toronto Stock Exchange;

AND WHEREAS after reading the material submitted, considering the evidence and submissions made at the hearing, and discussing the matter with the Superintendent of Brokers of British Columbia and the representatives of the Alberta, Manitoba and Quebec Securities Commissions, the Commission concluded that it was unable to approve By-law No. 244 unless it contained the conditions set out in a news release approved by the Commission and published in its Weekly Bulletin for July 27, 1981;

AND WHEREAS on October 20, 1981 the Board of Governors of The Toronto Stock Exchange approved revisions to By-law No. 244 reflecting several of the changes set out in the August 21, 1981 news release;

AND WHEREAS Part VII of the revised By-law No. 244, and in particular section 7.01 and section 7.02, place absolute restrictions on the size of the investment a member dealer may make in a "restricted" business, as that term is defined in By-law No. 244;

AND WHEREAS that restriction is presently unacceptable to the Commission;

AND WHEREAS the Commission has no objection to the remainder of By-law No. 244;

The Commission therefore affirms the decision set out in the news release of August 21, 1981 finding the restrictions now contained in section 7.01 and section 7.02 of By-law No. 244 contrary to the public interest and directs The Toronto Stock Exchange not to implement section 7.01 and section 7.02 of By-law No. 244.

16th December, 1981

"Henry J. Knowles" "Harry S. Bray"

"Robert T. Morgan" "Stuart Thom"

18/December/81

COCKFIELD BROWN INC.,
EXTENDICARE LTD., 489060 ONTARIO LTD.,
SIGNUM COMMUNICATIONS INC., 243978 ALBERTA LTD.
F.R. BALMER, H. MICHAEL BURNS, RAYMOND W.
COLLINGTON, JOHN DRUMMOND FRANCIS, PETER WILLIAM
HUNTER, HAROLD L. LIVERGANT AND N. DOUGLAS
MACDONALD

AMENDING AND EXTENDING ORDER
(Section 124(2))

UPON the Ontario Securities Commission (the "Commission") having made a Temporary Order on the 4th day of December, 1981 pursuant to section 124(2) of the Securities Act, R.S.O. 1980, c. 466 (the "Act"), that the exemptions contained in section 34, 71, 72 and 88 of the Act did not apply to:

COCKFIELD BROWN INC.
EXTENDICARE LTD.
489060 ONTARIO LTD.
SIGNUM COMMUNICATIONS INC.
243978 ALBERTA LTD.
F.R. BALMER
H. MICHAEL BURNS
RAYMOND W. COLLINGTON
JOHN DRUMMOND FRANCIS
PETER WILLIAM HUNTER
HAROLD L. LIVERGANT and
N. DOUGLAS MACDONALD;

AND UPON the Commission having commenced a hearing on December 15, 1981;

AND UPON the Commission being of the opinion that it is in the public interest to do so;

IT IS ORDERED, pursuant to section 123(3) of the Securities Act, R.S.O. 1980, c. 466, that trading shall cease forthwith in the following common shares of COCKFIELD BROWN INC.:

1. forty-six thousand, eight hundred seventyone (46,871) shares now held by 243978 ALBERTA LTD.; and

2. eight thousand, six hundred forty-two (8,642) shares now held by SIGNUM COMMUNICATIONS INC.

AND IT IS FURTHER ORDERED that the said Temporary Order, as hereby amended shall expire 15 days after its making, unless it be earlier varied, rescinded or extended.

16th December, 1981.

"Henry J. Knowles" "Harry S. Bray"

"Stuart Thom" "Robert T. Morgan"

IN THE MATTER OF THE COMMODITY FUTURES ACT,
R.S.O. 1980, CHAPTER 78

AND

IN THE MATTER OF THE TORONTO STOCK EXCHANGE

ORDER
(Section 66)

WHEREAS, pursuant to section 19 of the Commodity Futures Act (the "Act"), the Ontario Securities Commission (the "Commission") ordered, on 16 June 1980, that the Toronto Stock Exchange (the "Exchange") be registered as a commodity futures exchange restricted to trading in commodity futures contracts on debt instruments of the Government of Canada;

AND WHEREAS such registration was to terminate by the earliest of:

a) 31 May 1981;

b) that date six months after the proclamation in force of a Special Act of the Legislature creating a separate Exchange-sponsored commodity futures exchange (the "Special Act"); or

c) that day immediately preceding the date on which registration of a separate Exchange-sponsored commodity futures exchange becomes effective;

AND WHEREAS because it appeared that the Special Act would not be proclaimed in force before 31 May 1981, the Commission by Order dated 29 May 1981 varied the Order of 16 June 1980 so that "31 December 1981" was substituted for the date referred to in clause a of the immediately preceding paragraph hereof;

AND WHEREAS it appears that the Special Act will not be proclaimed in force before 31 December 1981, the Orders of 16 June 1980 and 29 May 1981 are varied by providing that the registration thereby granted now terminate on the earliest of:

a) 30 June 1982;

b) that date six months after the proclamation in force of the Special Act; or

c) that day immediately preceding the date on which registration of a separate Exchange-sponsored commodity futures exchange becomes effective,

but all other terms and conditions to the Order of 16 June 1980 continue to apply.

DATED at Toronto this 18th day of December 1981.

IN THE MATTER OF YONGE-ROSEDALE PARTNERSHIP

UPON the application, filed in perfected form on October 23, 1981, of Yonge-Rosedale Partnership ("Yonge-Rosedale"), a limited partnership organized under the laws of Ontario, to the Ontario Securities Commission (the "Commission") pursuant to section 79(b)(iii) of the Securities Act, R.S.O. 1980, c.466 (the "Act");

AND UPON the Commission being of the opinion that to grant this order would not be prejudicial to the public interest and being satisifed in the circumstances of this particular case that there is adequate justification for so doing;

IT IS ORDERED pursuant to section 79(b)(iii) of the Act that Yonge-Rosedale be exempted from the requirement to file with the Commission and send to security holders resident in Ontario interim financial statements for each of the first and third quarters of each financial year, provided that:

1. Within sixty days of the end of any fiscal quarter in which a material change occurs in the affairs of Yonge-Rosedale, Yonge-Rosedale shall file with the Commission and send to its unitholders interim financial statements for such quarter but such statement need not be comparative;

2. By a vote of the Limited Partners taken at each annual meeting of the Limited Partners, a majority of votes cast shall approve this exemption and the results of such vote, in any case, shall be reported to the Commission within ten business days of the taking thereof; and

3. Vanbots International Limited shall file with the Commission a written undertaking satisfactory in form and content to the Director, to cause Yonge-Rosedale to comply with Parts XVII and XVIII of the Act, as modified by this order.

16 December, 1981.

"Henry J. Knowles" "Harry S. Bray"

JAMESTOWN RESOURCES INC.

UPON the application (the "Application") of Jamestown Resources Inc. ("Jamestown") for an order of the Ontario Securities Commission (the "Commission") under section 73 of the Securities Act, R.S.O. 1980, c.466 (the "Act") that:

(a) certain trades in securities of Jamestown in connection with the mergers and reorganizations of certain United States subsidiaries of Jamestown with certain United States coal companies are not subject to sections 24 or 52 of the Act, and

(b) the first trades in securities of Jamestown acquired pursuant to the transactions described in (a) are not distributions of such securities within the meaning of the Act;

provided that:

(i) such trades are made in compliance with certain escrow arrangements required by the Montreal Stock Exchange (the "MSE");

(ii) Jamestown is a reporting issuer not in default of any requirement of the Act or the Regulations thereto at the time of any such trade; and

(iii) no unusual effort is made to prepare the market or to create a demand for such securities and no extraordinary commission or consideration is paid in respect of such trades;

AND UPON it being represented to the Commission that:

1. Jamestown is a company incorporated under the laws of Ontario;

2. the Application was received in completed form on October 27, 1981;

3. Jamestown is a reporting issuer within the meaning of the Act and has been a reporting issuer for more than 12 months;

4. the common shares of Jamestown are listed and posted for trading on the MSE;

5. Jamestown, immediately following a proposed consolidation of its issued share capital, will have outstanding 468,691 common shares and, immediately following the completion of a take-over bid, not directly connected with the Application, if such take-over bid is successful, will have outstanding 4,906,691 common shares;

6. Jamestown proposes to issue to the shareholders of certain United States coal companies, being Blackey Elkhorn Coal Corporation, Jamie Coal Company Inc. and Excoal Sales, Inc., an aggregate of 2,650,000 common shares of Jamestown in connection with the reorganizations and mergers of such coal companies with certain United States subsidiaries of Jamestown pursuant to which the companies continuing after such reorganizations and mergers will be subsidiaries of Jamestown;

7. certain of the shareholders of such United States coal companies are currently insiders of Jamestown;

8. pursuant to the requirements of the MSE, the transactions described in paragraph 6 above were ratified by the shareholders of Jamestown,

   (a) by more than 66 2/3% of the votes cast by all shareholders of Jamestown present at the annual and general meeting of shareholders on October 15, 1981, and

   (b) by a majority of the minority votes cast at such meeting;

9. pursuant to the requirements of the MSE, 75% of the common shares of Jamestown to be issued pursuant to the transactions described in paragraph 6 above will be held in escrow for six months, 50% of such shares will be held in escrow for 12 months and 25% of such shares will be held in escrow for 18 months, from the date of issue of such shares; and

10. it is proposed that the common shares of Jamestown to be issued to residents of the United States of America pursuant to the actions described in paragraph 6 above will be held in escrow for periods of up to two years from the date of issue of such shares;

AND UPON the Commission having considered the Application and the documents filed in support thereof and having heard the submissions of counsel for Jamestown and the staff of the Commission;

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS ORDERED that the issue of common shares of Jamestown to the shareholders of Blackey Elkhorn Coal Corporation, Jamie Coal Company Inc. and Excoal Sales, Inc. in connection with the transactions described in paragraph 6 above are not subject to section 24 or 52 of the Act;

AND IT IS ORDERED that the first trades in common shares of Jamestown so issued to such shareholders shall be distributions within the meaning of the Act unless such first trades are made in accordance with subsection 71(4) of the Act as if such common shares had been acquired pursuant to an exemption referred to in such subsection.

2nd December, 1981.

"Henry J. Knowles" "Harry S. Bray"
"R.T. Morgan" "Stuart Thom"
"E.S. Miles"

EXEMPT PURCHASER

TALCORP ASSOCIATES LIMITED

The Commission granted recognition to Talcorp Associates Limited as an exempt purchaser under S.34(1)4 of The Securities Act, 1978, for the ensuing twelve months.

IN THE MATTER OF THE SECURITIES ACT

AND

IN THE MATTER OF NORTHERN TELEPHONE COMPANY LIMITED

Hearing: November 19, 1981

Present:	Henry J. Knowles, Q.C.	- Chairman
	Harry S. Bray, Q.C.	- Vice-Chairman
	Stanley M.D. Beck	- Commissioner
	Robert T. Morgan	- Commissioner
	William A. Simonton, F.C.A.	- Commissioner
	E. Stuart Miles	- Commissioner
	Stuart Thom, Q.C.	- Commissioner
	Geddes M. Webster, P. Eng.	- Commissioner
	Alfred T. Holland	- Commissioner
	John R. Enstone	- Counsel for Applicant
	Clair F. Shepherdson	- Secretary-Treasurer for Northern Telephon Company Limited
	Dennis Bigham	- Staff Counsel

Northern Telephone Company Limited ("Northern") applied to the Commission under Section 79(b)(iii) for an order relieving it from the requirement of filing with the Commission and mailing to shareholders interim financial statements for the first, second and third quarters of its financial year as required by Sections 76 and 78 of the Ontario Securities Act, R.S.O. 1980, chapter 466 (the "Act"). Northern is a substantial and profitable company operating a telephone system with over 73,000 telephones in service across northern Ontario. In 1966 Bell Canada acquired control of Northern and holds 99.8% of the common shares and 96% of the second preference B shares. The remaining common and first and second preferred shares of several classes are held by some 1,829 shareholders, 98% of whom live in Canada, mainly in northern Ontario. All of the issued and outstanding shares have equal voting rights. Northern is a reporting issuer by virtue of Section 1(1)38(iv) of the Act. The request for exemption was made i the first instance on the basis that there is in reality onl one shareholder of Northern. In the course of the hearing before

the Commission on November 19, 1981, the further submission w made by Northern that it is a highly regulated utility enterprise under the Telephone Act, R.S.O. 1980, c. 496 and thus operates in a setting in which the shareholders are well protected against the risks which otherwise affect ordinary commercial businesses and their security holders. It should noted that the cost of preparing and mailing interim financia reports from which exemption is sought would be insignificant in relation to operating revenues of Northern which exceeded $16 million in 1980: cost was not put forward as a relevant factor in Northern's application for exemption.

It is not disputed that Northern is well managed ar that its shareholders benefit from the scrutiny given to its operations by the Ontario Telephone Service Commission under the provisions of the Telephone Act. This Commission is concerned, however, not only with the interests of the existi shareholders but with the public interest at large which extends to those who might acquire Northern shares from existing shareholders. The Legislative Assembly has seen fit to prescribe the information that must be provided to the public by a reporting issuer. The purpose of interim quarter financial reports is that both vendors and purchasers of corporate securities shall be equally informed of the financi position of the corporation on as current a basis as is reasonably feasible. The fact that one shareholder, Bell Canada, has a preponderant interest in the equity of Northern should not deprive the more than 1,800 individual shareholder with an aggregate equity interest in excess of $6 million and those who might become shareholders of Northern of the timely financial information to which they are entitled under the Ac

The case for exercise of the Commission's discretio was not made and, accordingly, as the applicant was advised a

the conclusion of the hearing, the request for exemption from the sending of interim financial statements is denied.

9th December, 1981.

"Henry J. Knowles" "Harry S. Bray"
"S.M. Beck" "Stuart Thom"
"R.T. Morgan" "A.T. Holland"
"W.A. Simonton" "G.M. Webster"
"E.S. Miles"

IN THE MATTER OF THE SECURITIES ACT, 1978

AND

IN THE MATTER OF THE CANADIAN DEPOSITORY FOR SECURITIES LIMITED

AND

IN THE MATTER OF THE TORONTO STOCK EXCHANGE

Hearing: November 12, 1981

Present:	Henry J. Knowles, Q.C.	- Chairman
	Harry S. Bray, Q.C.	- Vice-Chairman
	Robert T. Morgan	- Commissioner
	E. Stuart Miles	- Commissioner
	Geddes M. Webster, P. Eng.	- Commissioner
	Alfred T. Holland	- Commissioner
	J.D.A. Jackson	- Counsel to The Toronto Stock Exchange ("TSE")
	David M. Harley, Q.C.	- Counsel to The Canadian Depository for Securities Limited ("CDS")
	Keith Boast	- Staff Counsel

This hearing was convened under section 22(2)(b) of the Securities Act, R.S.O. 1980, c.426 (the "Act") for the purpose of reviewing By-Law No. 250 of the TSE, a by-law amending section 20.06 of the TSE's General By-laws. This change, the third in the series of changes, is meant to assist issuers whose securities are listed on the TSE to prove when called upon to do so, that more than a required percentage of Canadians own the issuer's securities and that

the issuer is therefore entitled to the benefits proposed und the proposed National Energy Policy ("NEP"). The proposed benefits under the proposed policy are keyed to the issuer being owned by not less than certain percentages of resident recently resident Canadians. The onus of proving that the issuer complies with the proposed resident Canadian ownership requirement, when called upon to do so by the federal government monitoring authority, the Petroleum Monitoring Agency ("PMA"), is upon the issuer.

It is the practice in Ontario and elsewhere for brokers to encourage their customers to permit the registrati of the customers' securities in the broker's name in order to facilitate transfer at the time of resale. In point of fact, it has become customary for the broker to sign the certificat of transfer, leaving the name of the transferee blank but having the broker's signature guaranteed in such form that th certificate will, in terms of the trade, be "good delivery". These certificates then become what are known as "street certificates", that is transferable without more by delivery. Since these street certificates are handed about as fully negotiable instruments, without the necessity of their being registered for transfer, it is impossible for either the issu or the broker in whose name they are registered to identify t beneficial owner of a specific "street" share certificate at given point in time.

CDS is a corporation owned and sponsored by the TSE the Montreal stock exchange, and numbers of additional Canadi institutions, including banks and trust companies. It provid the clearing facilities for members of both the Toronto and t Montreal stock exchanges. In concept it is anticipated that CDS will in due course provide a facility that will hold on behalf of its participants the majority of the securities of particular issuers, ultimately moving to what has been designated as a "book based system" or a "certificateless system".

The first issuer that came to market, whose securities were to be listed on the TSE, and which was desigr to take advantage of the proposed NEP was Dome Canada Limited ("Dome"). Subsequently a second company, Ranchmen's Resource (1976) Ltd. ("Ranchmen's") came to market. It was conceived that if the share certificates were registered in the name of CDS (the "nominee certificate") rather than in the name of a broker and signed off in "street" form and if those nominee certificates could be used exclusively to make good delivery between broker and other participants in CDS, going in for transfer only when delivery was to be made outside the circle of the CDS member users of the facility, the issuer's task i

be facilitated. Upon the PMA making a demand upon the issuer for proof of beneficial ownership by resident or recently resident Canadians, as to those shares (represented by nominee certificates) registered in the name of CDS, the issuer will simply make its request of CDS. CDS in turn would notify its participating members of the request and they in turn could supply the information concerning the citizenship and residency of the owners of the shares represented by nominee certificates.

The Commission was concerned that the beneficial owner of the shares represented by nominee certificates might not be adequately protected in this process. Accordingly, while approving TSE By-Law No. 242, which dealt with Dome and By-Law No. 245, which dealt with Ranchmen's, it wished to examine the plan in more depth before agreeing that the TSE should have carte blanche to designate eligible issuers and securities under the plan. Following this hearing, the Commission is now satisfied as to the basic integrity of the CDS system and that it provides no less safeguards for the brokers' clients than are being provided under the present system. The Commission is therefore prepared to approve the extending of TSE By-law No. 250 on condition that certain concerns it has collateral to this CDS system can be cared for by the issuers, TSE, CDS and CDS participants.

Under section 48(2) of the Act registrants or custodians are required to send to the beneficial owners of those securities registered in their names disclosure information produced by reporting issuers where the names of the beneficial owners are known to the registrants or custodians. The section was not designed to cover this new situation. Therefore it is imperative that agreements be entered into between the CDS and the participating securities dealers and other CDS participants under which CDS obtains and the dealers and other CDS participants agree to distribute on a timely basis proxy material, information circulars, annual reports, quarterly and other reports sent by the issuer in compliance with the Act and the governing corporation law to registered shareholders. The agreement should also cover the delivery of takeover bid circulars, director circulars, shareholder notices and amending circulars on a timely basis. The Act presently provides that this material need only be forwarded where the issuer or the benefiical owner has agreed to pay the reasonable costs to be incurred by the registrant or custodian. Since the system is for the ultimate benefit of the issuer it appears appropriate that part of the agreement with the issuer, under which nominee certificates are issued, should also cover the undertaking of the issuer to provide sufficient

copies of the disclosure material to CDS and to pay the reasonable costs of CDS and the dealers in furnishing that information to the beneficial owners. So far as takeover bids are concerned, dealers and other CDS participants should also be obliged to forward the information upon receiving reasonable assurances as to reimbursement from the persons wishing material forwarded to the shareholders. There may also be complications arising in determining who should receive follow-up offers under the takeover bid provisions of the Act. For that purpose CDS must be deemed to be the agent for the beneficial owners of the underlying securities. Non compliance with such agreement will have to result in expulsion of or other suitable sanction against the offending CDS participant.

The Commission has been concerned that in the attempt to provide a scheme that would enable the issuer to satisfy the PMA as to its Canadian resident ownership, one which may result in the cancellation or expropriation of shares of holders, Canadian or others, who had failed to respond to requests for declarations of ownership, that the result would not be fair and equitable to such investors. It is possible to conceive many scenarios such as illness or absence from the country for extended periods, the result of which would be a perceived failure by the shareholder to respond to one, two or perhaps even three written requests for declarations of ownership. The Commission has attempted to work out some reasonable guidelines, agreeable to the PMA, and fair to the investors. In order to monitor the impact of the CDS system, the Commission is requesting CDS to undertake to notify the Commission well in advance where, after completing the then approved procedures, it appears likely that the holdings of any particular beneficial owner of shares held through a nominee certificate are going to be expropriated or put up for forced sale.

In the case of new issues, that is Dome and Ranchmen's, the securities were only sold to Canadians. About six months have elapsed in the case of Dome and the system has received its first test. Through CDS the distribution of Dome warrants are to be made to the Dome shareholders who were the beneficial owners under nominee certificates. This was the first attempt to reconcile how many shares, if any, have slipped outside or whose beneficial ownership is not so easily identified. While it does not appear that the demands from PMA will require a complete reconciliation, it now appearing that PMA may not require the testing of small holdings, nonetheless it is suggested that each such occasion should be used to test the whole of the system. For non-NEP situations such a

reconciliation should take place not less frequently than once every five years. Copies of all agreements above described are to be filed with the Commission within three business days of the execution and delivery thereof.

Upon being satisfied that these conditions are met the Commission will approve the by-law.

9th December, 1981.

"Henry J. Knowles"
"R.T. Morgan"
"E.S. Miles"

"Harry S. Bray"
"G.M. Webster"
"A.T. Holland"

CEASE TRADING ORDERS

CURRIE ROSE RESOURCES INC.

The cease trading order dated November 30, 1981 was continued December 14, 1981, pending the company complying with Part XVII of The Securities Act.

GRADORE MINES LIMITED

The above noted corporation was revived by order dated December 12, 1981.

The cease trading order issued by the Commission on February 13, 1973 continues in full force and effect.

COCKFIELD BROWN INC.,
489060 ONTARIO LTD., 243978 ALBERTA INC.
AND SIGNUM COMMUNICATIONS INC.

EXTENDING ORDER
(Section 123(3))

UPON the Ontario Securities Commission (the "Commission") having made on December 4, 1981, a Temporary Order pursuant to section 123(3) of the Securities Act, R.S.O. 1980, c. 466 (the "Act") that trading should cease forthwith in the following common shares of COCKFIELD BROWN INC.:

1. one hundred thousand (100,000) shares now held by 489060 ONTARIO LTD.;

2. forty-six thousand, eight hundred seventy-one (46,871) shares now held by 243978 ALBERTA LTD.; and

3. eight thousand six hundred forty-two (8,642) shares now held by SIGNUM COMMUNICATIONS INC.

AND UPON the Commission having commenced a hearing on December 15, 1981 to consider whether the said Temporary Order should be made permanent, and having heard counsel for all parties;

AND UPON the Commission not having been provided with satisfactory information;

AND UPON the Commission considering it necessary to extend the said Temporary Order for the period herein specified;

IT IS ORDERED that the said Temporary Order be and it hereby is extended to December 31, 1981, unless it shall earlier be varied or rescinded.

16th December, 1981.

DRAFT ADDENDUM TO O.S.C. POLICY 3-60

The following is intended to become heading number 13 of O.S.C. Policy 3-60.

13. Certificate of Dealer in Prospectus

Section 58(1) of the Securities Act requires that a prospectus contain a certificate signed by an underwriter (which includes a "best efforts" agent) who is in a contractual relationship with the offeror. In the past, where no underwriter was in place prior to the date of the final prospectus, the Director has, in certain cases, issued final receipts for prospectuses which stated that the distribution would occur "through registered dealers". The Commission considers the continuation of this practice undesirable since the benefits and protections which flow to investors from the "due diligence" procedures followed by an underwriter prior to signing the certificate in the prospectus are not present. In addition, the statutory right of action against the underwriter under section 126(1) of the Securities Act is not available in such cases.

Accordingly, the Director will no longer issue a final receipt for a prospectus which does not contain the certificate of an underwriter registered in Ontario, except where a prospectus is filed:

1. pursuant to section 52(2) of the Securities Act (a shelf prospectus);

2. by an issuer who is registered in Ontario as a dealer; or

3. by a non-Ontario issuer and the prospectus contains the certificate of an underwriter who is registered

elsewhere in Canada, but not in Ontario, provided that:

(a) such underwriter is otherwise acceptable to the Director, and

(b) the securities are sold in Ontario only through sub-agents who are Ontario registrants.

Request for Comments

Comments on the above draft addendum to O.S.C. Policy 3-60 are requested by January 29, 1982, and should be addressed to The Secretary, Ontario Securities Commission, 10 Wellesley Street East, 6th Floor, Toronto, Ontario, M7A 2H7.

Comments received will be made available for public inspection unless confidentiality is specifically requested.

OSC POLICY 3-62

PUBLIC OWNERSHIP OF DEALERS. CONDITIONS OF REGISTRATION

DIVERSIFICATION AND INSTITUTIONAL OWNERSHIP

Background

Neither the Securities Act nor its Regulations deal specifically with dealer registrants who wish to raise capital by distributing their securities to the public through a prospectus. Shareholders, indeed any security holder whose influence might be brought to bear on a registrant, are reviewed as part of the registration process. Section 32 of the Securities Act requires that the Director be notified of any change in the holders of voting securities of a registered dealer, underwriter or adviser. The Commission considered the question of public ownership in Chapter 5 of its April, 1972, Report of its Securities Industry Ownership Committee. That Report concluded that public ownership could be permitted subject to specific conditions precedent and restrictions.

Nearly one year ago two members of the Toronto Stock Exchange ("TSE") announced a desire to make public distributions of their securities. The Canadian self-regulatory organizations ("SROs"), including the TSE, and the Investment Dealers Association of Canada ("IDA") formed a Joint Industry Committee on Public Ownership in the Canadian Securities Industry to review the matter ("JIC"). The JIC Report was published in March, 1981. A pro forma by-law was prepared reflecting the recommendations of the JIC was discussed by members of the JIC with the Canadian Securities Administrators ("Administrators") at the May 1981 meeting of the Administrators. The TSE then passed By-law No. 244 which became the focal point of a joint hearing convened by the Commission on July 27, 1981 at which the Superintendent of Brokers of British Columbia and representatives of the Manitoba Securites Commission and the Commission des Valeurs Mobilieres du Quebec were present. Following this public hearing the Commission reached its conclusions which it announced in a press release published on August 21, 1981 in its Weekly Bulletin. The Commission stated that it was prepared to approve the substance of By-law 244, subject to certain amendments being made. In doing so it also noted that the views it expressed represented a consensus among the British Columbia,

Manitoba, Quebec and Ontario Securities Administrators. (1981, OSCB 37A). The TSE subsequently revised By-law No. 244 reflecting in substantial measure changes suggested. In one area only, in what it styles "restricted business", that is the business of banking, the business of a trust company, the life insurance business, and the business of lending money except incidentally to some related business in furtherance of which the loans are made, sections 7.01 and 7.02 of the By-law would prohibit ownership by a dealer of more than 10% of any class of securities in any "restricted business" carried on in Canada. The Commission has directed the T.S.E. not to implement sections 7.01 and 7.02 of By-law No. 244.

The Commission is prepared to consider a preliminary prospectus filed on behalf of a dealer subject to the conditions set out below. In imposing a moratorium consistant with the TSE's by-law No. 244, without approving it pending the proposed public hearing on institutional ownership and diversification, the Commission has provided in the immediate term, for the concerns articulated through Part VII of By-law No. 244.

Conditions to be Imposed on Dealers with Public Ownership

1. The Commission recognizes that the most important factor in a securities firm is its professionalism and its independence. Professionalism will continue to be cared for by requiring that every officer of a dealer wishing to distribute its securities to the public shall first obtain registration and comply with conditions as to proficiency set out in the Regulations to the Securities Act and also set by the appropriate SRO.

2. Excepting with the specific consent of the TSE, the IDA or both, where the dealer is a member of either or both SROs, and the consent of the Commission, the dealer shall take steps to assure the regulatory bodies that no single new investor who is not registered as an officer ("industry investor") or any associates or affiliate of such investor shall collectively have a beneficial interest in or exercise control or direction over more than 10% of any issued class or combination of issued classes of voting or participating securities of the dealer.

3. Excepting with the specific consent of the TSE, the IDA or both, where the dealer is a member of either or both SROs, and with the consent of the Commission no dealer shall, directly or indirectly, engage in business as a bank, a loan or trust company, or an insurance company.

4. Not less than 40% of the directors of the dealer and of any holding company or affiliate of such dealer must be industry members, registered under the appropriate securities legislation, and all of the non-industry directors must be approved by the appropriate SROs and Administrators.

5. Where the dealer is the principal distributor of its own issue the price at which the securities are offered shall be based upon two independent valuations. Where the issue is to be distributed by another dealer, the independent valuation of that dealer can be accepted.

Moratorium on Consents

Contemporaneously with the publication of this policy the Commission has announced its intention to convene a hearing, jointly with other interested Administrators, into the subjects of institutional ownership and diversification. While the specific time, date and place for the hearing has not yet been fixed it is intended that at least two months notice will be given of the date of the hearing.

The Commission is concerned that the combined effect of permitting unrestricted diversification into areas unrelated to trading in securities and the raising of capital or permitting unrestricted ownership of securities dealers by financial institutions might erode the professionalism of the securities industry, reduce its concern for service to the individual and other so-called "retail" investors, thereby affecting composition of the exchange markets and of the capital raising mechanisms of the existing market structures. Accordingly, the Commission will not give its consent under either paragraphs 2 or 3 until such time as decisions on the subject of diversification and institutional ownership have been reached.

Review of the Policy

In the announcement of August 21st, the Commission stated that the conditions should be "sunsetted" at the end of five years, unless otherwise extended. In light of the proposed hearing, this is now unnecessary.

O.S.C. POLICY 3-60
PROSPECTUSES - GENERAL GUIDELINES

Background

The Director and the Deputy Director, Corporate Finance, have recently reviewed a number of guidelines developed for the guidance of their Staffs in reviewing preliminary prospectuses and statements of material facts. As with all policy guidelines each is subject to review and may be modified or waived on the basis of facts peculiar to the situation. However, since they do represent working precedent, the Commission after reviewing each of them has adopted them, in order that they might be generally known.

1. Restriction on Compensation for Distributors

   Excepting for junior natural resources companies, the maximum benefit which may accrue to those involved in the distribution of the securities will be 10% of consideration paid by the purchasers.

2. Purpose of Issue: Experience of Officers and Directors: Other Resources

   Section 60(2)(c) of the Securities Act requires the Director to refuse to issue a receipt for a prospectus where it appears to him that the proceeds received from the sale of securities to be paid to the treasury of the issuer, together with other resources of the issuer, will be insufficient to accomplish the purposes stated in the prospectus. One major resource is people. Sufficient of the directors and officers of the issuer should have knowledge and experience in the business for which funding is to be sought so that the Director will not conclude that the human and other resources are insufficient to accomplish the

purpose stated in the prospectus. Where such knowledge and ability is not apparent in the directors and officers the Director may be satisfied where it is shown that the issuer has contracted for such services.

3. "Best Efforts" Offering: - Minimum Subscriptions - Depository - Length of Offering

In a "best efforts" offering, the minimum subscriptions necessary to accomplish the purposes in the prospectus must be specified. Section 27(1)7 of R.R.O. 1980, Reg. 910 restricts this offering period to a maximum of 60 days or, with the consent of the Director and those already subscribing (to the longer retention of their money), for a longer period. During this period any subscriptions received must be held by a trust company or other acceptable depository who, when the minimum amount necessary is received, may then turn it over to the issuer or, if the minimum is not received within the time specified, return the money to the individual subscribers.

4. Feasibility depending on Registration or Licensing

Where the purpose of the issue is to fund a new loan, trust, insurance or other business prior to their licensing or registration by another government agency, a final receipt will issue subject to a condition, set out in the prospectus, that the subscriptions will be held by a trust company or suitable depository for not longer than a specified period, during which time the license will have

issued and the subscriptions will be turned over to the issuer or, at the end of the period, not having achieved this purpose the funds will be returned to the individual subscriber.

5. Disclosure of Market Stabilization during Distribution

Where it is the intention to "stabilize" the market during the distribution a statement as to this intention shall appear in the prospectus.

6. Right to Redemption or Repurchase - Disclosure

Where securities of a class may be partially redeemed or repurchased the manner of selecting the securities to be redeemed or repurchased should be clearly stated.

7. Representations as to Listing on a Stock Exchange

Section 37(3) of the Securities Act prohibits any representation that any security will be listed on any stock exchange or that application has been or will be made to list such security upon any stock exchange except with written permission of the Director. Before the Director will give such consent and issue a receipt for a prospectus containing such a representation, he will require a communication in writing from that stock exchange stating not only that the application for listing has been made but also that the application has been accepted subject to specific conditions such as proof of adequate distribution through the prospectus.

8. Project Financing - Tax Shelters - Unincorporated Associations

Subscription agreements for project financing shall provide for the maintenance of a current list of unitholders, including addresses, by the person or company responsible for providing the continuous disclosure information, and for access to such a list for each unitholder during the life of the investment.

9. Natural Resource Issuers - Property in "Cautioned" Townships

Where the proceeds of the issue are to be used, in whole or in part, to finance the exploration or development of mining lands against which cautions of claims being made by native people have been registered in Ontario, for instance the "Bear Island" caution, unless,

(i) some written agreement has been entered into with the claimants, or

(ii) legal opinion is provided that, notwithstanding the caution, the issuer can freely deal with, explore, develop and exploit the mining lands,

a receipt for the prospectus will be refused.

10. Natural Resource Issuers - Escrowed Shares

Where mining companies are amalgamated which prior to amalgamation had shares in escrow, and such shares are not donated back for the benefit of the amalgamated company, the shares for which the escrowed shares are exchanged in the amalgamated company shall be placed in escrow and a new escrow agreement filed covering such shares prior to the issuance of a receipt for the prospectus of the amalgamated company.

11. "Green Shoe" Distribution - Underwriting Plus "Best Efforts" Offerings

Offerings which include, in addition to a firm underwriting, an option or agency component (a so-called "Green Shoe") must be so described in the preliminary prospectus for such offerings to be acceptable in the final prospectus. However, this component, where included in a preliminary prospectus, may be eliminated from the final prospectus and the entire offering underwritten.

Where it is desired to add a "Green Shoe" offering to a firm underwriting disclosed in the preliminary prospectus this is a material change requiring an amended preliminary prospectus under section 56(2) and the distribution may not proceed, for at least 10 days. The amended preliminary must be forwarded to each recipient of the preliminary prospectus under section 56(3).

12. Extension of 75 day period for issuance of final receipt

Section 27(1)2 of R.R.O. 1980, Reg. 910 provides that a final receipt shall not be issued for a prospectus where such receipt has not been issued within 75 days of the date of the receipt for the preliminary prospectus due to the inaction of the person or company filing such preliminary prospectus. The Commission considers that "inaction" may consist of either failing to make reasonable and timely efforts to make acceptable responses to the comments of the members of the staffs of the various provincial securities administrators who are reviewing the preliminary prospectus, or after having satisfactorily dealt with such comments, delaying the filing of final material pending favourable market conditions.

The effect of section 27(1)2 of the Regulation is to make it possible for the Director to close inactive files, and more importantly, to ensure that issues are not being marketed by means of preliminary prospectuses containing stale information, in particular financial statements. It should be noted that section 27(2) of the Regulation gives the Director discretion to waive the provisions of section 27(1) if he is satisfied that there is sufficient justification for so doing.

In any case where the 75 day period is near to expiry, it is the responsibility of the issuer to ascertain whether the Director will take the position that he is obliged to refuse to issue a final receipt pursuant to section 27(1). If the

Director takes such a position at the expiry of the 75 day period, and if the issuer wishes to proceed with the issue, a fresh preliminary prospectus must be filed.

In a case where the 75 day period has expired, but the Director does not refuse to issue a final receipt on the basis of inaction of the issuer, the Director will usually require that the final prospectus contain up-dated financial statements.

In addition, where it appears that the period between the issuance of the receipt for the preliminary and final prospectuses exceeds 75 days by more than a few days, except where the Director is satisfied that the preliminary prospectus is not being used to market the issue, or where the issuer is newly incorporated or formed and is not yet carrying on business to any significant extent, the Director will require that an amendment to the preliminary prospectus be filed. Such an amendment will incorporate by reference the material in the preliminary prospectus, as modified by updated information, including financial statements, contained in the amendment, and shall include a reference to or restatement of the statutory rights of the purchaser, and fresh certificates. It shall be accompanied by a directors' resolution, auditor's consents and/or comfort letter, and any other appropriate ancillary material. Such amendment shall be delivered to each person or company who has received or will receive the preliminary prospectus.

For greater certainty, the Director will not permit an amendment to be used to extend the 75 day period except where and so long as the issuer is using its best efforts to finalize the prospectus in order to obtain a final receipt.

Issuers, underwriters and their representatives are invited to discuss any matters arising from the foregoing in connection with a particular preliminary prospectus with the staff members dealing with such prospectus.

REQUEST FOR COMMENTS

DRAFT ADDENDUM TO O.S.C. POLICY 3-60

Comments on the above draft addendum to O.S.C. Policy 3-60 are requested by January 29, 1982, and should be addressed to The Secretary, Ontario Securities Commission, 10 Wellesley Street East, 6th Floor, Toronto, Ontario, M7A 2H7.

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EXPLANATORY NOTES

Information contained in this section has been summarized from insider reports filed with the Commission.

The name of the issuer is followed by a brief description of the class of security the name of the person or company reporting and his or its relationship to the issuer. If a person has an indirect interest in the securities reported, e.g., through holding companies, affiliate companies, partnerships, trusts or other entities, this is shown. Symbols are used in the column "Transaction and Ownership Symbol" to indicate the nature of ownership i.e., direct or indirect. Similarly the character of transactions is indicated provided the transactions are other than a purchase or sale. (See guide to symbols below):

GUIDE TO SYMBOLS

RELATIONSHIP (appearing after the name reported)

"B"	- Beneficial Owner (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer outstanding.
"D"	- Director of principal reporting issuer.
"DI"	- Director of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.
"K"	- Exercises control or direction (direct or indirect) of equity shares of a reporting issuer carrying more than 10% of the voting rights attached to all equity shares of the reporting issuer.
"S"	- Senior Officer of principal reporting issuer.
"SI"	- Senior Officer of an issuer or a reporting issuer which is an insider or subsidiary of the principal reporting issuer.

NATURE OF OWNERSHIP

No Symbol	- Securities are beneficially owned directly.
Symbol #1	- The reporting person or company beneficially owns and/or has control or direction over securities which are held by a company, associate, partnership, trust or other entity.

CHARACTER OF TRANSACTION

No Symbol	- purchase or sale	"M"	- internal
"A"	- bequest or inheritance	"Q"	- qualifying shares
"C"	- compensation	"R"	- redeemed (called, Matured)
"E"	- exchange or conversion	"T"	- stock dividend
"F"	- exercise of rights, etc.	"V"	- stock split
"G"	- gift	"X"	- exercise of option
"IR"	- initial report	"Z"	- distribution

*Returned for reconciliation purposes.

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ADANAC MINING & EXPLORATION LTD	Common	Conwest Exploration Company Limited	B	-				572381
		Consolidated Canadian Faraday Limited		Nov/81	1	13000		173300
		Chimo Gold Mines Limited		-	1			283825
		434074 Ontario Limited		-	1			70000
AERO ENERGY LTD	Common	Cynthia G Avelino	S	I R				5250
				Oct/81			800	
				Nov/81			2900	1550
		Donald A Duguid	DS	I R				328500
		Daniel K Morrison	S	I R				5000
		RRSP		I R	1			500
		George B Finlayson	S	I R				---
		Peter R Kutney	D	I R				59300
				Oct/81			5000	
				Nov/81			4300	50000
		Hugh A G Kingsmill	D	I R				1000
		Wife		I R	1			41000
AGASSIZ RESOURCES LTD	Common	Hubert J Mockler	DS	Nov/81			10000	1327
		RRSP		Nov/81	1			26060
ALBERTA ENERGY COMPANY LTD	Common	Roger D Dunn	S	Nov/81			6750	3750

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ANGLO-PERMANENT CORPORATE HOLDINGS LIMITED	Class B Special	SCDR Investments Limited	B	Nov/81		30000		90060
ASSOCIATED PORCUPINE MINES LTD	Common	C A Burns	DS	Nov/81		1000		46029
		466307 Ontario Limited		-	1			199000
ASSOCIATES CAPITAL CORPORATION	Commercial Paper	Melvin G Bridge	SI	Nov/81		$12000		
				Nov/81			$12000	$12000
		William A Gallaway	DS	Nov/81		$65000		
				Nov/81			$65000	$65000
ATLANTIC RICHFIELD COMPANY	Common	Lodwrick M Cook	DS	Nov/81			2052	---
		William D Leake	S					
		Thrift Plan		Jun/81	1	63		2391
AUGDOME CORPORATION LIMITED	Common	Victor W Slater	D	Nov/81			2000	2000
AUGMITTO EXPLORATION LIMITED	Common	George A Lolua	D					
		Amended		May/81	X	4000		10002
BANK OF MONTREAL	Common	Charles R Bronfman	D	Nov/81		10000		11610
		Econtech Ltd		-	1			10000
BANK OF MONTREAL MORTGAGE CORPORATION	11-3/4% Debentures due 1991	Kenneth A White	SI	I R				$207
				Dec/81			$207	---
BANK OF NOVA SCOTIA, THE	Common	Robert L Pierce	D	Nov/81			24700	35300

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BANKENO MINES LIMITED	Common	Turbo Resources Limited	B					
		Amended		Jul/81		4400		1946687
BARYMIN EXPLORATIONS LIMITED	Common	Michael F Nicholson	D	Nov/81			17500	148500
		RRSP		-	1			3000
		G T L O Investments		-	1			50000
BATHURST PAPER LIMITED	Preferred	Consolidated-Bathurst Inc	B	Nov/81		500		84405
BATON BROADCASTING INCORPORATED	Class "A"	Edward J Delaney	DS	Nov/81			20000	1000
		DDN Holdings		-	1			200
				-				21000
	Class "B"	Edward J Delaney	DS					
		DDN Holdings		-	1			200
BAY MILLS LIMITED	Common	Bay Mills Limited		Oct/81		1400		
				Oct/81	R		1400	---
				Nov/81		900		
				Nov/81	R		900	---
		Anthony Farrell	S	Oct/81		1000		2500
BELL CANADA	Common	Lucien G Rolland	D	Nov/81		156		814
		Trustee of Olivier Rolland's estate		-	1			3000
		James C Thackray	DS	Nov/81		1500		2068
BM-RT REALTY INVESTMENTS	Trust Units	Kenneth A White	S	Sep/81	R		20	---
BOW VALLEY RESOURCES SERVICES LTD	Common	Henry W Popoff	S	I R				300
	11% Debentures	Henry W Popoff	S	I R				3

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BOW VALLEY INDUSTRIES LTD	Common	James D Raymond S	-				74500
		Feejay Corporation Canada Ltd	Nov/81			3000	--
	Preferred	James D Raymond S	-				2500
		Feejay Corporation Canada Ltd	Nov/81	1		3500	--
BRALORNE RESOURCES LIMITED	Common	Harold C Lowther S	Nov/81		200		
			Nov/81	M	200		71200
		Royal Trust Company	Nov/81	M1		200	14000
BRAMALEA LIMITED	Common	Joseph Lebovic B	-				13700
		Control or direction	Nov/81	1	4500		1925300
BRASCAN LIMITED	Ordinary Class A	Lowell A Allen S	Nov/81		4000		8012
		R P C de Andrade D					
		Share Purchase Plan	I R	1			10000
		Kathleen M Campling S	I R				3000
		Robert A Dunford S	Nov/81		20000		40000
		Edward C Kress S	Nov/81		4000		10000
		Duncan A McAlpine S	Nov/81		1000		6000
		Robert P Simon S	Nov/81		10000		22000
BRINCO LIMITED	Common	Olympia & York Developments Limited B					
		Olympia & York Investments Corporation	Nov/81	1	71200		7401200

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	Common	Robert M McDonald S					
		RSP	I R	1			1400
		Spouse	I R	1			800
		John S R Montgomery DISI	Nov/81		2000		4000
		Jean Guy Cormier S	Nov/81		3000		5100
BRUNSWICK MINING AND SMELTING CORP LTD	Common	Johannes W Moerman S					
		Amended	Mar/81			100	
			Nov/81	X	250		6051
CADILLAC FAIRVIEW CORPORATION LIMITED	Common	James D Raymond DSI	-				27000
		Feejay Corporation Canada Ltd	Nov/81	1		4000	30000
		Donald E Fox S	Dec/81			500	550
	Preferred	The Cadillac Fairview	Nov/81		37400		
		Corporation Limited B	Nov/81	R		36400	12100
	Common	Joseph Flamer S	Nov/81	M	10002		21405
		Share Option Plan	Nov/81	M1		10002	---
	Preferred	Joseph Flamer S	Sep/81		400		
			Nov/81	M	1667		3899
		Share Option Plan	Nov/81	M1		1667	---
CALVERT-DALE ESTATES LIMITED	Class A	Richard J Wilson S					
		Amended	Nov/81		1000		8000
	Class B	Richard J Wilson S					
		Amended	-				4000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CAMFLO MINES LIMITED	Common	United Siscoe Mines Inc	B	Nov/81		49300		741700
CAMPEAU CORPORATION	Common	Bruno Chiricota	S	Nov/81			700	82300
CANADA CEMENT LAFARGE LTD	Common	LaFarge Coppee	B	Nov/81	E	5417179		9587510
		Subsidiaries		-	1			6009955
	Preferred Series "A"	LaFarge Coppee	B	-				200000
				-				1660000
	Prefered Series "B"	LaFarge Coppee Subsidiary	B	Nov/81	E1		4305292	2951100
CANADA DEVELOPMENT CORPORATION	Common	Robert K Andras	D	I R				100
		Pierre Cote	D	Nov/81		193		3250
		Mary S Lamontagne	D	Nov/81		3		35
		Sidney Maislin	D	Nov/81		193		877
		Maurice Moreau	D	Nov/81		19		361
		Nancy Morison	S	Nov/81		50		71
		Gerald N Wood	S	Nov/81		19		64
CANADA NORTHWEST LAND LIMITED	Common	James K Scrimger	S	Nov/81		148		1048
		James R Smith	S	Nov/81		228		
				Nov/81			2416	17178
		Bruno J Todesco	DS	Nov/81		296		25752
		M Jaffar Khan	S	Nov/81		214		
				Nov/81			200	15818
		Share Purchase Plan		-	1			1006

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANADA NORTHWEST LAND LIMITED (Continued)	Common	Julio Poscente	DS	Nov/81		370		50971
		Con Brio Petroleum Ltd		-	1			27112
CANADA PACKERS INC	Common	Canada Packers Inc		Nov/81		4500		
				Nov/81	R		4500	---
		Lloyd A Matthews	DS	Nov/81			300	2138
CANADA TRUSTCO MORTGAGE COMPANY	Preference	John D Richardson	S	Nov/81		4600		7100
		Mervyn L Lahn	DS	Nov/81			10000	7000
	Common	Everton D L Miller	S	Nov/81			5000	175
		Wife		-	1			364
	Preferred	Arthur H Mingay	DS	Nov/81		5		2500
CANADIAN IMPERIAL BANK OF COMMERCE	Class B Preferred Shares Series 1	George W Radford	S	Dec/81			100	---
CANADIAN PACIFIC ENTERPRISES LIMITED	Common	Marie E Mottashed	SI	Oct/81		8		551
		Jacques de Billy	DI	I R				1300
		Donald S Maxwell	SI	Oct/81		15		1086
CANADIAN PACIFIC LIMITED	7 1/4% Series "A"	Canadian Pacific Limited		Nov/81		11927		
				Nov/81	R		11927	---
CANADIAN TIRE CORPORATION, LIMITED	Class "A"	Archibald B Malcolm	S	Aug/81		3876		3876
		Joseph D Muncaster	DS	Nov/81		12404		
				Nov/81			20000	31389
		Indirect Holding		-	1			100

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CANBRA FOODS LTD	Common	Burns Foods Limited	B	Nov/81		6200		1859204
CANUSA ENERGY LTD	Common	David E Butler	D	Nov/81		1000		40896
		Indirect Holding		Nov/81	1			67500
		Marlene A Neudorf	S	I R				1000
CARLING O'KEEFE LIMITED	Common	Carol A Spencer	S	I R				10
CARMA DEVELOPERS LTD	Class "B"	C J McConnell	DI	Nov/81	T	654		44545
		Nu-West Group Limited	B	Nov/81	T	304		1065229
	8.75% Preferred	Garnet K Wells	SI	Nov/81			2000	---
	Class B	Ralph T Scurfield	DS DISI	Nov/81	T	1276		96924
CAROLIN MINES LTD	Common	John R Bogert	D					
		Amended		Oct/80		25000		25000
CENTRAL PATRICIA LIMITED	Common	Martin P Connell	DS	Nov/81		1000		35663
		RRSP		-	1			49000
		Other Indirects		-	1			1234872
CENTRAL TRUST COMPANY	Common	Mary A Cantwell	D	I R				125
CESSLAND CORPORATION LIMITED	Common	Walter S Bishop	DS	-				18060
		Beltree Holdings Limited		Nov/81	1		28000	49100
		Birnamwood Investment Limited		Nov/81	1		1000	33652
		David D Martin	DS	Nov/81		14000		
				Nov/81			4000	19001

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CHUM LIMITED	Class "B"	Clarence L Gosse DI				
		Clibra Investments Limited	Nov/81 1		10000	6400
CINEQUITY CORPORATION		Reginald A Batten DI	I R			---
	Common	Roger Blackmore D	I R			557600
		Bomac Batten Limited B	I R			700000
		Stephen D Elliott DI	I R			---
		Leonard W Hart DI	I R			---
		Douglas R Keedwell DI	I R			---
		Damian Lee DI	I R			800
		Ian Q Leith D DISI	I R			271830
		92417 Canada Limited B	I R			1659000
		John G Pozhke DS DISI	I R			778100
		Gary L Strickler	I R			---
		William A Szego D	I R			368670
		Crammed Inn Inc	I R	1		87500
		Robert D B Sullivan DI	I R			87500
		Wayne J White DS DISI	I R			520000
		Alamy Holdings Inc	I R	1		175000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COCKFIELD BROWN INC	Common	Anthony J Altilia	S	Nov/81			3900	1
		Ian B Campbell	DS	Nov/81			26175	---
		R W Collington	S	Nov/81			12000	---
		Richard K B Gallop	DS	Nov/81			35485	---
		Pierre Gervais	DS	Nov/81			21290	---
		John H Gibaut	S	May/81			1533	
				Oct/81			533	
				Nov/81			2834	---
		Raymonde Lavoie	S	Nov/81			4000	---
		Robert H O'Hara	DS	Nov/81			6041	1000
		George B Roberton	S	Nov/81			4209	---
		Joyce Roblee	DS	Nov/1			5550	---
		Ioana Souzzo-Malone	S	Nov/81			4300	---
COMBINED INTERNATIONAL CORPORATION	Common	Edmund G Pabst	D	Nov/81	G		140	20917
		Daughter		Nov/81	G1	100		330
		Wife		-	1			5696
		Trust for Children		-	1			4500
COMIESA CORPORATION	Common	Hubert J Mockler	DS	Nov/81			20000	18000
		RRSP		Nov/81	1			20000
COMINCO LTD	$2.00 Preferred "A"	Canadian Pacific Limited	B	Nov/81		6700		
				Nov/81	R		6700	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
COMMERCIAL FINANCE CORPORATION LIMITED	Warrants	Charles F Petersen	S	Oct/81		50000		50000
COMMERCIAL OIL AND GAS LTD	Common	Robert B Fraleigh	DS	Nov/81			25000	4001
CONSOLIDATED CANADIAN FARADAY LIMITED	Common	Conwest Exploration Company Limited	B					
		International Mogul Mines Limtied		Nov/81	1	13500		1312970
CONSOLIDATED IMPERIAL RESOURCES LIMITED	Common	Louis Civil	D	Nov/81		5000		89301
CONTINENTAL BANK OF CANADA (FORMERLY I A C LIMITED	Common	Ronald L Cliff	D	Nov/81		12000		12400
		Heathcliff Greenhouses Ltd		-	1			4000
CONTINENTAL COPPER MINES LIMITED	Common	Irving R Picard	D	Nov/81		1000		83024
		Bluebell Enterprises		-	1			11000
CONTROL DATA CORPORATION	Common	James T Halom	S	Nov/81			200	7800
		Roger D Shober	S	Nov/81	G		15	5817
		Children		Nov/81	1			600
		Michael W Wright	D	I R				--
		Paul G Miller	DS	Nov/81			400	48000
CONVENTURES LIMITED	Common	David R Greig	S	Nov/81		42		4760
		Richard B Harris	D					
		R B Harris Corporation Ltd		Nov/81	1		7900	96100

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
CONVENTURES LIMITED (Continued)	Common	Nickle Family Foundation	B	Nov/81		3000		879226
		Jennie O Zacharuk	S	Nov/81		35		6532
COPPERFIELDS MINING CORPORATION	Common	Norman B Keevil	DS	Nov/81		6200		
				Nov/81			349154	143634
		MGC Investments Limited		Nov/81	1	500		221500
		Norman Bell Keevil Jr	D	Nov/81		349154		493221
		M G C Investments Limited		Nov/81	1			34500
CORBY DISTILLERIES LIMITED	Class A	Emile Kopalek	S					
		Amended Control		Nov/81	1		219	--
COSEKA RESOURCES LIMITED	Common	Bramalea Limited	B	Nov/81		74000		4153549
		J L Oaks	DI					
		Amended		Oct/81			45000	39967
		Frederick J Birks	S	Nov/81			300	5600
COURVAN MINING COMPANY LIMITED	Common	Sulivan Mining Group Ltd	B	Nov/81		500		2000500
D'ELDONA GOLD MINES LIMITED	Common	Regal Finance Limited	B	-				791934
		Barbara & Seymour Landau	B	Nov/81	1		5000	---
DAON DEVELOPMENT CORPORATION	Common	Robert R Klein	DS	Nov/81			2000	500

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
DOFASCO INC	Class A Common	F John McMulkin	S	Nov/81	X	9408		
				Nov/81			9408	---
DOMINION TEXTILE INC	Common	Arthur P Earle	S	Nov/81			200	1665
		Frank P Brady	S	Nov/81		500		3100
DRUMMOND McCALL INC	Series A Common	Robin J Mayes	S	Nov/81			106	94
		Royal Trust Company		Nov/81	1		529	471
		J E Benson	SI	I R				---
		Bruce H Weppler	S	Nov/81			2344	2086
		Share Purchase Plan		Nov/81	1		1270	1130
DRUMMOND PETROLEUM LTD	Common	Jack M Moon	D	Nov/81			40000	10083
		J M Moon Investment Co Ltd		-	1			321052
EAST SULLIVAN MINES LIMITED	Common	Sullivan Mining Group Ltd	B	Nov/81		8600		1940968
		Claude Beauchemin	D	Nov/81		2000		57989
ELKS STORES INC	Common	Agnico-Eagle Mines Limited	B	Nov/81		29500		1610350
		Paul Penna	DI	Nov/81	F	36100		66000
ETHYL CORPORATION	Common	James M Gill	DS	-				6967
		Savings Plan		Nov/81		27		5695

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ETHYL CORPORATION	Common	Bruce C Gottwald DS	-			598340
		Savings Plan	Nov/81 1	138		22779
		Sons	Nov/81 1	100		2200
		Other Indirects	Nov/81 1			190108
		Lawrence E Blanchard, Jr DS	-			24585
		Savings Plan	Nov/81 1	40		7813
		Wife	- 1			1000
FIRST CITY FINANCIAL CORPORATION LTD	Common	First City Financial Corporation Ltd B				
		240083 B C Ltd	Oct/81 1	66		1679672
	1st Preferred Series "A"	First City Financial Corporation B				
		240083 B C Ltd	Oct/81 1	20		
			Nov/81 1	11750		1997215
	2nd Preferred 1	Financial City Financial Corporation				
		240083 B C Ltd	Oct/81 1	20		1958715
	Common	Roxboro Investments (1976) Ltd B				
		Bel-Fran Investments Ltd				
		Bel-Cal Holdings Ltd				
		Bel-Alta Holdings Ltd	Nov/81 1	30500		6443060

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
FISCAL INVESTMENTS LIMITED	Common	William N Allan	DS	Nov/81		3837		7346
		Indirect Holdings		Nov/81	A1			74036
	Preference	William N Allan	DS	Nov/81		35212		91212
		Indirect Holdings		Nov/81	1			1877086
FORD MOTOR COMPANY	Common	Thomas C Page	DS	Dec/81	G		250	1250
		Wife		-	1			759
GALVESTON PETROLEUM LTD	Common	Murray Pezim*	D	Oct/81		16200		65400
GENERAL AMERICAN OIL CO OF TEXAS	Common	Robert Al Meadows	DISI	Oct/81	A1	4290		147318
GENERAL AMERICAN PROPERTIES INC	Class A Special	Bruce Smith	DSB	Nov/81		6000		43800
		Galleon Realty Limited		-	1			100000
GENERAL MOTORS CORPORATION	Common	Carol M Conklin	S	Nov/81			75	---
		Savings-Stock Purchase Program		-	1			291
		Father		-	1			71
		Robert B Stone	S	Nov/81	X	32		
				Nov/81			536	---
		Savings Stock Plan		-	1			524
GENSTAR CORPORATION	Common	James E Searle	S	I R				2100
		Hugh W McAdams	S	Sep/81	T	7		9264
GEORGE WESTON LIMITED	Common	Kenneth L Harlock	S	I R				400

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GESCO DISTRIBUTING LIMITED	8% Debentures due Feb 1/84	The Irving Shnier Family Trust	Oct/81		$11800	---
		The Norman Shnier Family Trust	Oct/81		$11800	---
		The Phil Shnier Family Trust	Oct/81		$11800	---
		The Cecil Shnier Family Trust	Oct/81		$11800	---
		The Allan Shnier Family Trust	Oct/81		$11800	---
GLENCAIR RESOURCES INC	Common	Clarence F Lyon D	I R			5000
			Nov/81	4000		9000
		Martin Leo O'Brien D	I R			100
GM RESOURCES LTD	Common	Andrew Sarlos DDISI				
		HCI Holdings Ltd	Nov/81 1	12100		2222797
GOLDALE INVESTMENTS LIMITED	Class A Non-voting	Mark M Tanz* DISI	-			---
		United Income Properties Limited	Nov/81 1	200000		488500
GOLDLUND MINES LTD	Common	George R McGarry D	I R			5000
		Donald W Keenleyside D RRSP	Nov/81 1	2100		25000
GRANDUC MINES LIMITED		John Crowhurst D	I R			--

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
GREY GOOSE CORPORATION LIMITED	Common A	Abram J Thiessen	DS	Nov/81	2500		4500
HARDING CARPETS LIMITED	Class "C"	Anthony F Griffiths	DS	Dec/81	3000		3000
		Carol K Leiren	D	I R			1500
HERITAGE GROUP INC, THE	Class A	Henry G Beben	DS	Nov/81	300		2000
		Wife		- 1			400
		Kenneth G Murray	DS	Nov/81		1000	2720
HOFFMAN EXPLORATION AND MINERALS LIMITED	Common	Mark R Evarts	DS	I R			71855
HOLCORP GOLD MINES LIMITED	Common	Hollinger Argus Limited	B	I R			339400
		Percy C Finlay	DS	I R			1
		Charles B Ross	DS	I R			1
		Charles G Cowan	DS	I R			1
		Pearl Clarke	D	I R			1
		Madge Webber	D	I R			1
HOLMER GOLD MINES LTD	Common	HCI Holdings Ltd	B	Nov/81		4000	200000
HUCAMP MINES LTD	Common	John Weatherall	D	-			25002
		Klondike and Le Moyne Investments Ltd		Nov/81 1	54000		75000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HUDSON'S BAY COMPANY	Common	Hudson's Bay Company	Nov/81		8810		
			Nov/81	R		8810	---
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	Common	Alfred R Travers S	Nov/81	E	3200		
			Nov/81			3200	--
		Profit Sharing Plan	Nov/81	1	14		2528
	Preferred	Alfred R Travers S	Nov/81	E		3200	--
	Common	Dale I Beischel S	Nov/81	E	3000		
			Nov/81			3000	---
		Profit Sharing Plan	Nov/81	E1	17		828
	Preferred	Dale I Beischel S	Nov/81	E		3000	3200
	Common	Leonard B Bannicke S Profit Sharing Plan	Nov/81	1	13		3883
		Walter L Christie DI Profit Sharing Plan	Nov/81	1	10		770
		Thomas D Doyle DI Profit Sharing Plan	Nov/81	1	15		1512
		Roy L Hawthorn D Profit Sharing Plan	Nov/81	1	11		2050
		David R McDonald D Profit Sharing Plan	Nov/81	1	10		1064

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
HUDSON'S BAY OIL AND GAS COMPANY LIMITED (Continued)	Common	Karl R Meyer	D					
		Profit Sharing Plan		Nov/81	1	13		4128
		David E Powell	S					
		Profit Sharing Plan		Nov/81	1	13		503
		Donald L Podgurny	DI					
		Profit Sharing Plan		Nov/81	1	12		945
		Raymond G Sawka	D					
		Profit Sharing Plan		Nov/81	1	13		1543
		Donald J Shelly	D					
		Profit Sharing Plan		Nov/81	1	10		1752
		William E Selby	S					
		Profit Sharing Plan		Nov/81	1	12		6071
		Orest Humeniuk	S					
		Profit Sharing Plan		Nov/81	1	37		231
HUSKY OIL LTD	Common	S Robert Blair	DI	Nov/81				---
		Grass Mill Holdings Limited		Nov/81	1		30000	---
		William C Rankin	SI	Nov/81			5000	---

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
IMPERIAL OIL LIMITED	Class B	Arden R Haynes Savings Plan	DI	Nov/81	1	263		4328
	Common	Exxon Corporation	B	Nov/81		12500		108897899
INCO LIMITED	Common	Dyer S Wadsworth	S	Nov/81		100		237
INITIATIVE EXPLORATIONS INC	Common	Edward G Thompson	D	I R				1
INTER-PROVINCIAL DIVERSIFIED HOLDINGS LIMITED	Common	Inter-Provincial Diversified Holdings Limited		Nov/81		4800		
				Nov/81	R		4800	---
INTERNATIONAL BUSINESS MACHINES CORPORATION	Capital	John W Scruggs	S	I R				800
INTERNATIONAL MOGUL MINES LIMITED	Common	Conwest Exploration Company Limited*	B	Nov/81		600		2290757
INVERMERE RESOURCES LTD	Common	York Centre Corporation	B	Nov/81		122800		871300
	Warrants	York Centre Corporation	B	Nov/81		43750		
				Nov/81			551000	580250
ISLAND TELEPHONE COMPANY LIMITED, THE	Common	Walter C Auld	S	Nov/81			348	971
JAPAN FUND INC, THE	Common	Louis J Rice Jr	D	Nov/81			2000	13014
		Wife		-	1			500
JOHNSON & JOHNSON	Common	Frank De Angeli	D	-				20661
		Sons		Aug/81	1		50	475
		Other Indirect		-	1			639

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
KAYORUM GOLD MINES, LIMITED	Common	Hollinger Argus Limited	B	I R				709227
		Percy C Finlay	DS	I R				1
KERR-McGEE CORPORATION	Common	J D Raunborg	S	Nov/81			1660	172
		Saving Investment Plan		-	1			100
		Stock Ownership Plan		-	1			156
LOUISBURG PROPERTY HOLDINGS LIMITED	Common	International Geochemical Associates Limited	B	I R				930200
	Class A Preferred	International Geochemical Associates Limited	B	I R				2000
LUMONICS INC	Common	John A Nilson	S	Nov/81			1000	30000
M W RESOURCES	Common	Robert H Shannon*	D	Oct/81 Nov/81			19000 10000	21778
MacMILLAN BLOEDEL LIMITED	Common	E E Locke	SI	I R				660
		Share Purchase Plan		I R	1			96
		Senior Management Share Purchase Plan		I R	1			117
		W Wyatt Shorter	SI					
		Senior Management Share Purchase Plan		I R	1			865

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MAGNA INTERNATIONAL INC	Class B	Frank Stronach	DS	Nov/81		6100		872506
		Beechwood Farm Limited		-	1			113367
		Bronze Dolphin Limited		-	1			30000
MAJESTIC WILEY CONTRACTORS LIMITED	Common	Norman A Harrison	S	Nov/81		1000		4000
		George M Oswald	S	Nov/81	X	3196		6588
MARSHALL MINERALS INC	Common	William J Marshall	DS	Nov/81		5000		
				Nov/81			3000	110150
		George C McKenzie	D	Nov/81			1000	164500
MELCOR DEVELOPMENTS LTD	Common	William G Holmes	DS	Nov/81			300	14700
		RRSP		-				4615
MENTOR EXPLORATION AND DEVELOPMENT CO LIMITED	Common	Agnico-Eagle Mines Limited	B	Nov/81		13900		1124500
MERCANTILE BANK OF CANADA	Common	Davis Churchill Hodgson	S	I R				500
		Larry Pirnak	S	Nov/81		3000		6276
MERIDIAN CONCEPTS LTD	Common	Robert M Arn	S					
		471322 Ontario Inc		I R				38000
	Option	Robert M Arn	S	I R				70000
	Common	Bruce M Westwood	DS	Nov/81			25000	---
		Westlyn Enterprises Ltd		Nov/81	1			370054
		David P K Wood	D	Nov/81			4000	92128

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
METALORE RESOURCES LIMITED	Common	Walter S Bishop DS					
		Birnamwood Investment Limited	Nov/81	1		2500	7200
		Beltree Holdings Limited	-	1			5800
MICC INVESTMENTS LIMITED		David E Weston SI	I R				---
	Option	Desmond R Smith DISI	I R				20000
		Joseph E O'Brien SI	I R				---
MINERAL RESOURCES INTERNATIONAL LTD	Common	John L Gairdner D	Nov/81			19800	
			Nov/81	G		200	8
		Security Trading Limited	-	1			1214723
MITEL CORPORATION	Common	Kent H E Plumley D	Nov/81			5000	857302
		Holding Company	Nov/81	1		26000	19000
		Other Indirect	-	1			19275
MOBIL CORPORATION	Common	Alexander H Massad	Nov/81			1000	10123
MOLSON COMPANIES LIMITED, THE	Class "A" Common	Ralph M Barford D					
		Valford Holdings Ltd	Oct/81	1	15		1015
		Eric H Molson DB	-				5000
		Lincolnshire Holdings Ltd	Nov/81	E1		200000	---
	Class "B" Common	Eric H Molson DB					
		Lincolnshire Holdings Ltd	Nov/81	E1	200000		700000

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
MOLSON COMPANIES, LIMITED, THE (Continued)	Class "B" Common	Eric H Molson DB Lincolnshire Holdings Ltd and Pentland Securities (1981) Inc	- 1			510000
	Class "A" Common	Estate Thomas Henry Pentland Molson* K Trustees-Executors	Nov/81 1		300000	3000
	Class "B" Common	Estate Thomas Henry Pentland Milson* Trustees-Executors K	Nov/81 1	300000		700000
MSZ RESOURCES LTD	Warrants	Andrew Sarlos B Donbarn Investments Limited	Nov/81 1		60000	100996
NEWFOUNDLAND LIGHT & POWER CO LIMITED	Common "A"	James E Rorke D Amended	-			400
		The Rorke Fish & Coal Co Limited	Jun/81 1		50	200
		Estate of Kathleen Rorke	- 1			3000
	Preferred 5-1/4%	James E Rorke D Amended Estate of Kathleen Rorke	Jun/81 1		5	495
	Preferred 7-1/4%	James E Rorke D Amended Estate of Kathleen Rorke	Jun/81 1		5	495
	Preferred 9%	James E Rorke D Amended Estate of Kathleen Rorke	Jun/81 1		5	495

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NABU MANUFACTURING CORPORATION	Units	CIC Industrial Interests Inc	B	I R				33
NAHANNI MINES LIMITED	Preferred	Nufort Resources Inc	B	Nov/81		820		3200
		J A Harquail	DS	Nov/81		984		3840
		Surveymin Ltd		Nov/81	1	918		1920
	Series "B" Wts	J A Harquail	DS	Nov/81		10000		18000
		RRSP		Nov/81	1			36000
NATIONAL BANK OF CANADA THE	Common	J V Raymond Cyr	D	Jun/81		232		
				Jul/81		67		
				Oct/81		89		2893
		Spouse		- -	1			400
NEOMAR RESOURCES LIMITED	Common	Robert D Sherman	S	Nov/81		1400		6500
*Correction to Bulletin Dated December 4, 1981								
*NORBASKA MINES LIMITED	Common	Northgate Exploration Limited	B	I R				400000
NORCEN ENERGY LIMITED	Common	Norcen Energy Resources Limited		I R				111200
NORMICK PERRON INC	Common	Jules Parent	S	Nov/81		500		7691
NORTHERN AND CENTRAL GAS CORPORATION LIMITED	3rd Pref "B"	Norcen Energy Resources Limited	B	Nov/81	R		1320	104270
				Nov/81	R		46000	414000
NORTHERN TELECOM LIMITED	Common	Ian Andrew Barclay	D					
		Debbiann Holdings Ltd		I R	1			200
		Robert McClean	SI					
		Spouse		Nov/81	1		100	--

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NORTHSTAR RESOURCES LTD	Preferred A	David G Scobie	S	Nov/81			2000	--
NOVA, AN ALBERTA CORPORATION	6-3/8% Pref	W M Beamer	S	I R				50
	Common	Amended		Oct/81	X	4500		4500
		Ronald D Dooley	S	Nov/81			2000	3436
		Robin J Abercrombie	S	Nov/81		3000		
				Nov/81			3000	76200
NU-WEST GROUP LIMITED	Class B	Harris G Field	D					
		Prim Investments Ltd		Nov/81	1	543		21230
	Class D			Nov/81	1	27		1047
	Class B	Kenneth C Comyns	D	Nov/81		4662		181834
	Class D			Nov/81		242		8105
	Class B	Chesley J McConnell	D	Nov/81		14897		581008
		249120 Alta Ltd		Nov/81	1	188178		7338956
	Class D	Chesley J McConnell	D	Nov/81		775		28698
		249120 Alta Ltd		Nov/81	1	9931		367469
	Class A Common	Nu-West Group Limited		Nov/81		25000		
				Nov/81	R		25000	--
		Preferred "A"		Nov/81		2600		
				Nov/81	R		2600	--
		Preferred "B"		Nov/81		5000		
				Nov/81	R		5000	--
		Preferred "C"		Nov/81		650		
				Nov/81	R		650	--
		Debenture "A"		Nov/81		$1000		
				Nov/81	R		$1000	--
		Debenture "B"		Nov/81		$9700		
				Nov/81	R		$9700	--

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
NU-WEST GROUP LIMITED	Class B	Douglas B Watson S					
		RRSP	Nov/81	1	225		8831
	Class D		Nov/81	1	11		435
	Class B	Stephen A McConnell S	Nov/81		526		20526
	Class D		Nov/81		27		1027
	Class "A"	Ralph T Scurfield DSB					
		Amended	Sep/81		3800		4543060
		RRSP	Nov/81	1		21000	189903
		Other Indirect	- -	1			800092
	Class "B"		Nov/81		60486		2358990
		Ninga Enterprises Ltd	- -	1			1345232
	Class "C"		Sep/81			3800	
			Nov/81		46100		349662
		RRSP	Nov/81	1	21000		222334
		Ninga Enterprises Ltd	- -	1			37500
NUFORT RESOURCES INC	Common	J A Harquail DS	- -				586230
		Impact Inv. Ltd	Nov/81	1	3500		154572
		Surveymin Ltd	- -	1			500951
ODYSSEY INDUSTRIES INCORPORATED	Common	Albert C Plant* D	Nov/81			500	500
		Alton M Adams SI	Nov/81		400		51600
		Joseph Y Robichaud DSB	Nov/81		1900		3600
		Profile United Industries	- -	1			2851800
OMEGA HYDROCARBONS LTD	Common	Douglas S Morgan D	Nov/81			2000	9700
OSHAWA GROUP LIMITED, THE	Class "A"	William L Atkinson DS	Nov/81			5000	350

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PACIFIC COPPER MINES LTD	Common	Pacific Copper Mines Ltd	Nov/81	41800		152100
PACO CORPORATION OF CANADA LIMITED	Common	Pierre Gagnon DSB	Nov/81 M	16200		72517
		Rotobloc Inc	Nov/81 M1		16200	--
		Associates	Nov/81 1			12500
		Paco Corporation of Canada Limited	Nov/81	4500		191385
		Pierre Laforest DSB	Nov/81 M	20700		87167
		Rotobloc Inc	Nov/81 M1		20700	--
		Alvin Steinwold DSB	Nov/81 M	810		98391
		Rotobloc Inc	Nov/81 M1		810	--
PAGURIAN CORPORATION LIMITED, THE	Class "A"	John Mackay Judson DS	Nov/81			2000
		Employees' Stock Option Plan	Nov/81	400		19000
PAN CENTRAL EXPLORATIONS LIMITED	Common	Rose Ada Palmer S	Dec/81	100		100
PARK LANE, THE	Units	Aquitaine Properties B Ltd	Oct/81		4	
			Nov/81		10	
			Dec/81		10	27
PENNINGTON'S STORES LIMITED	Preferred	Pennington's Stores Limited	Nov/81	50		
			Nov/81 R		50	--
PETROCO OF TEXAS, INC	Common	Randall Scroggins DSB	Oct/81	119745		463995
			Nov/81	20200		484195
			Nov/81 1			315214
PHOENIX CAPITAL CORPORATION	Preferred	TFS Total Financial B Services Corporation	Jul/81	132		
			Oct/81		10	
			Nov/81	100		504

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
PHOTO ENGRAVERS SELECTROTYPERS LTD	Common	John R Shaw	DS	Nov/81			12000	16080
PRECAMBRIAN SHIELD RESOURCES LIMITED	Common	Paul F Little	D	I R				3000
		W D McKeough	D	I R				100
		W E P Investments Limited	B	Nov/81			50000	250000
		Windsweep Farms (1965) Limited		Nov/81	1			1000000
PUBLIC STORAGE CANADADIAN PROPERTIES II	Units	Interior Capital Corporation	B					
		444112 Ontario Ltd		I R	1			100000
QUARTET ENERGY RESOURCES LTD	Common	Ralph O Kehle	DS	Nov/81		1500		3000
QUEBEC-TELEPHONE	Common	Simon Soucy	S	Nov/81		189		2318
		Charles Mercier	S	Nov/81		378		3126
RAYLLOYD MINES & EXPLORATIONS LIMITED	Common	Frank W Woodcock	D	Nov/81		100000		
				Nov/81	M		125000	--
		Voting Trust Agreement		Nov/81	M1	125000		125000
		Jack H Gable	D	Nov/81	M		79500	1168
		Voting Trust Agreement		Nov/81	M1	79500		79500
		Kenneth Gordon	D	Nov/81		100000		
				Nov/81	M		125000	--
		Voting Trust Agreement		Nov/81	M1	125000		125000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
RAYLLOYD MINES & EXPLORATIONS LIMITED	Common	P G Griffiths	D	Nov/81		100000		
				Nov/81	M		100000	10000
		Voting Trust Agreement		Nov/81	M1	100000		100000
		George McAllister	D	I R				110000
		R G Ramsay	D	Nov/81	M		30000	188876
		Voting Trust Agreement		Nov/81	M1	30000		30000
		Norman E Rocamora	D					
		Voting Trust Agreement		I R	1			101000
		Alvin S Smith	D	Nov/81		130000		
				Nov/81	M		162938	5500
		Voting Trust Agreement		Nov/81	M1	162938		162938
		B C & K Investments & Enterprises Limited	B					
		Voting Trust Agreement		I R	1			150000
		Sandstrum Investments Limited	B	Nov/81	M		190000	100000
		Voting Trust Agreement		Nov/81	M1	190000		190000
		John E Bertram	DSB	Nov/81		100000		
				Nov/81	M		101000	--
		Voting Trust Agreement		Nov/81	M1	101000		101000
		Lloyd T Bristow	DS	Nov/81		100000		

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
RAYLLOYD MINES & EXPLORATION LIMITED	Common	Voting Trust Agreement		Nov/81	M1	115625		115625
		Gordon M Coutts	D	Nov/81		100000		
				Nov/81	M		100000	70672
		Voting Trust Agreement		Nov/81	M1	100000		100000
REDCON GOLD MINES LIMITED	Common	James Geddes	S	Nov/81			1000	--
REDSTONE RESOURCES INC	Common	J A Harquail	DS	Nov/81		3000		
				Nov/81			11000	307915
REED STENHOUSE COMPANIES LIMITED	Common "A"	Cedric G E Gyles	D	Nov/81			500	19022
RESOLUTE PETROLEUMS LIMITED	Common	Walter S Bishop	DS					
		Beltree Holdings Limited		Nov/81	1		5000	72000
ROCKWELL INTERNATIONAL CORPORATION	Common	James A McDivitt	S	Nov/81		1000		1100
		William Hamilton Jr	S	Nov/81			1166	3030
		Willard Rockwell Jr	D	Nov/81				187603
		Associates		Nov/81	1		36785	
				Nov/81	1	15000		1021757
ROGERS CABLESYSTEMS INC	Class A	Donald E Taylor	S	Nov/81			221	2209
	Class B			Nov/81			687	11057
ROTHMANS OF PALL MALL CANADA LIMITED		Carol A Spencer	SI	I R				--

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
ROYAL BANK OF CANADA, THE	Common	William R Fithern	S	Nov/81	T	21		421
		W E McLaughlin	D	Nov/81		205		6751
		John G Macpherson	S	Nov/81		43		283
		Ian D Sinclair	DS	Nov/81		76		6476
		Peter L Macdonnell	D					
		Ammend		Aug/81	T	114		
				Nov/81	T	132		6792
	Pref Series A			Nov/81		900		900
RUNDLE GOLD MINES LIMITED	Common	Hollinger Argus Limited	B	I R				1358831
		Percy C Finlay	DS	I R				1
		Charles B Ross	D	I R				1
		Charles G Cowan	DS	I R				1
		Pearl Clarke	D	I R				1
		Madge Webber	D	I R				1
RUPERTSLAND RESOURCES CO. LTD	Common	W L Heisey	DI	I R				25000
	Units	W L Heisey	DI	I R				100000
SCARBORO RESOURCES LTD	Common	John A Tessari	D	Nov/81			34200	376850
SCEPTER RESOURCES	Common	Pierre Arbour	S					
		Ammended		Sep/81			2000	--
				Nov/81		1000		1000

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
SCINTILORE EXPLORATION	Common	Gilles Dubuc	D	Oct/81			6000	255800
		Newlore Investments Ltd	B	Nov/81			11000	22200
SCOTT PAPER LIMITED	Common	Robert T Steward	S	Nov/81			350	824
SEAWAY BASE METALS LIMITED	Common	Cotton Valley Resources Inc	B	I R				500000
	Warrants	Cotton Valley Resources Inc	B	I R				500000
SHADOWFAX RESOURCES	Common	Leonard R Exton	D	Nov/81		6000		18000
SHAW INDUSTRIES LTD	Common	Edward E Cavanagh	S	Dec/81	X	2000		4000
SHELL OIL COMPANY	Common	Robert H Nanz	S	Dec/81			2000	7200
SHELTER HYDROCARBONS LIMITED	Common	Shelter Canadian Holdings Limited	B	Nov/81		5700		1522540
SHERRITT GORDON MINES LIMITED	Common	Kenneth J Harvey	S	Nov/81			1000	1305
SCINTREX LIMITED	Common	Alfred J Shaul	D	Nov/81		1000		1502
		Gerald Stork	DS	Nov/81		500		9657
SOUTHAM INC	Common	George L Meadows	S	I R				500
ST FABIEN EXPLORATIONS INC	Common	Stephen Bartlett	DS	I R				100
STANDARD BROADCASTING CORPORATION LIMITED	Common	Peter F Searle	S	Nov/81		33		--

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION	BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
STANDARD OIL COMPANY	Common	John E Swearingen DS	Nov/81 G		200	144416
STANDARD TRUSTCO LIMITED	Common	H Roman-Barber DSDIS	Nov/81	12		62
STANFORD RESOURCES LIMITED	Common	William R Rauenbusch D	I R			500
STATES EXPLORATION LTD	Common	Stuart J Butts D	I R			15050
		Registered Retirement Savings Plan	I R 1			2500
STEEP ROCK IRON MINES LIMITED	Common	Canadian Pacific Limited B				
		Canadian Pacific Enterprises Limited	Nov/81 1	3200		6248742
STEINBERG INC	Class "A"	Max Kollman S	I R			135
STRATHCONA RESOURCES INDUSTRIES LTD	Common	John Weatherall D	Nov/81			2977
		Klondike & Le Moyn	Nov/81 1			250000
		Wife	Nov/81 1	4000		14500
SULLICO RESOURCES LTD	Common	Andre Laterille D	I R			1
SUNGATE RESOURCES LTD	Common	David J Rowland DB				
		Williams Hudson Canada Limited	Nov/81 1	1622031		18084531
TEAM ENERGY & MINERALS INC	Common	Edward J Anderson D	I R			50001
TELE-METROPOLE INC	Class "B"	J Emile Maheu D				
		Ammended	Oct/81	500		
			Nov/81	350		20582
TENNECO INC	Common	G H Meason S	Nov/81 M	7003		7003
		Thrift Plan	Nov/81 M1		7003	--
		Richard A Robinson S	Nov/81			362
			Nov/81			300
		Thrift Plan	Nov/81 1	43		

ISSUER	SECURITY	INSIDER	DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TENNECO INC	Common						
		William H Sitter S					
		Thrift Plan	Nov/81	1	34		1198
TEXAS INTERNATIONAL COMPANY	Common	Russell L Burget S	I R				400
THOMSON NEWSPAPER LIMITED	Class "A"	Archibald Megarry SI	Nov/81		200		3400
TORONTO SUN PUBLISHING CORPORATION, THE	Common	John D Creighton S					
		Share Purchase Plans	Nov/81	M		270	116163
TORSTAR CORPORATION	1st Pref '81	John M Cockburn DS	Nov/81			99	--
	Class "B"	Torstar Corporation	Nov/81		14800		
			Nov/81	R		14800	--
	1st Pref 1981 Series		Nov/81		500		
			Nov/81	R		500	--
TRANSCONTINENTAL RESOURCES LIMITED	Common	Renlim Investments Limited	Nov/81		5000		868300
		John R Milner DSDISI					
		Relim Investments Limited	Nov/81		5000		1820167
TRIZEC CORPORATION LTD	Common	Edward C Elford S	Nov/81			2000	16828
		Montreal Trust Company	Nov/81	1			70500
		PDB Investments	Nov/81	1			126328
TURBO RESOURCES LIMITED	Common	Vance K Travis DS					
		Liberty Holdings & Industries	Nov/81	1		509500	595850
TWIN RICHFIELD OILS LTD	Class "A"	L S Duncan DS	Nov/81	F	250		25150
	Class "B"	L S Duncan DS	Nov/81	F	250		24250

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
TWIN RICHFIELD OILS LTD	Class "A"	West-Can Resource Finance Corporation Ltd		Nov/81		16300		594499
ULTRAMAR COMPANY LIMITED	Common	Jonh F M Auld	DI	Aug/81			500	20
UNICORP FINANCIAL CORP	Class "A"	Lawrence A Brenzel	D					19800
		L.A. Brenzel		Nov/81	1	5200		
		Securities Ltd		Nov/81	1		1800	21100
		Lawrence A Brenzel Limited		Nov/8	1			47500
UNION GAS LIMITED	Common	Douglas G Shields	S	Nov/81		6		6206
	Common "B"	Ralph M Barford	D					
		Valford Holdings Limited		Nov/81	1	2029		106666
UNITED SISCOE MINES INC	Common	Camflo Mines Limited	B	Nov/81		9100		2925600
VERSATILE CORPORATION	Series "A"	Versatile Corporation		Dec/81		6500		
				Dec/81		7900		
				Dec/81	R		7900	29300
VS SERVICE LTD	Common	James E Graham	DS	Dec/81		500		3332
WAITE DUFAULT MINES LIMITED	Common	Ansil Mines Limited	B	I R				552160
WESTGROWTH PETROLEUMS LTD	Common	The Resource Service Group Ltd	B	Nov/81	Z	583366		
				Nov/81		118200		1793488
	10% Conv Pref Debt			Nov/81		$100000		$1100000
WESTMIN RESOURCES LIMITED	Common	Peter N Widdrington	D	Nov/81		1000		--
		Douglas W Miller	S	Nov/81		900		900

ISSUER	SECURITY	INSIDER		DATE OF TRANSACTION		BOUGHT OR ACQUIRED	SOLD OR DISPOSED	MONTH-END HOLDINGS
WESTMOUNT RESOURCES LTD		James A Ferguson	D	I R				--
WITCO CHEMICAL CORPORATION	Common	Bruce F Wesson	D	Oct/81			100	--
		Earl L Hogard Jr	S	Nov/81			7000	1320
YORK CENTRE CORPORATION	Class "A"	Sinclair M Stevens	DS	Nov/81		400		15200
		Spouse		Nov/81	1			9880
		Gill Construction Limited		Nov/81		600		37135
ZAPATA CORPORATION	Common	Robert A Jones	S					
		Stock Ownership		Nov/81	1	338		663
		Robert B Wall	S	Nov/81		32		86898

NOTICES OF EXEMPT FINANCINGS

REPORTS OF TRADES SUBMITTED ON FORM 20 (AND ITS PREDECESSOR) UNDER THE SECURITIES ACT 1978

Transaction Date	Purchaser	Security	Price	Amount
Nov. 7, 1981	Walter and Marion Bouk	Caribbee Farm Products and Services Ltd. - units (each 500 common; 500 preferred; 500 warrants)	$ 10,000.00	10 units
Nov. 7, 1981	Antoon Donck and Magda Donck	"	10,000.00	10 "
Nov. 7, 1981	W. G. Ford	"	10,000.00	10 "
Nov. 7, 1981	R. G. Groom	"	10,000.00	10 "
Nov. 7, 1981	Coral Cadman	"	10,000.00	10 "
Nov. 7, 1981	P. Clarke and Sons Limited	"	10,000.00	10 "
Nov. 7, 1981	Jacobs Farms Limited	"	10,000.00	10 "
Nov. 7, 1981	Walter Opersko	"	10,000.00	10 "
Nov. 7, 1981	John F. Ricketts	"	10,000.00	10 "
Nov. 7, 1981	P. Shabatura	"	10,000.00	10 "
Nov. 7, 1981	A. Walcarius	"	10,000.00	10 "
Nov. 7, 1981	Edgar C. Walcarius	"	10,000.00	10 "
Nov. 7, 1981	L. Waugh Ginseng Co. Ltd.	"	10,000.00	10 "
Nov. 30, 1981		The Consumers' Gas Co. Ltd. - 17 3/4% Sinking Fund Debentures, maturing November 30, 1996	65,000,000.00	$65,000,000.00
Nov. 23-25, 1981	Dr. Donald McTavish	Augdome Corp. Ltd. - common plus options	2.00	2,500 shrs common

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 23-25, 1981	D. E. Carter	Augdome Corp. Ltd. - common plus options	$ 2.00	2,500 shrs common
"	Dr. Richard Fox	"	2.00	10,000 " "
"	Gordon Emerson	"	2.00	2,500 " "
"	Dr. George Gilpin	"	2.00	2,500 " "
"	Gerald Ross, D.D.	"	2.00	5,000 " "
"	Larry Simpson, D.V.M.	"	2.00	2,500 " "
"	Ditton Enterprises Management Ltd.	"	2.00	2,500 " "
"	Kenneth D. Clark	"	2.00	2,500 " "
"	Pat Ryan	"	2.00	2,500 " "
"	Dr. E. Firth	"	2.00	2,500 " "
"	E. A. Scott	"	2.00	2,500 " "
"	M. F. Kane	"	2.00	2,500 " "
Nov. 27-30, 1981	Robb Chafee	"	1.50	13,332 " common
"	Peter Balan	"	1.50	9,999 " "
"	Donald B. Sterling	"	1.50	6,666 " "
"	Alan Eisen	"	1.50	9,999 " "
"	Gary Watkins	"	1.50	9,999 " "
Dec. 8, 1981	Dr. Martin Taylor	Folkway Woods - units	10,750.00	4 units
Dec. 8, 1981	Dr. Ronald G.Golden	"	10,750.00	4 "
Dec. 8, 1981	Dr. Sid Valo	"	10,750.00	4 "
Dec. 8, 1981	Dr. Bertrand Gerstein	"	10,750.00	4 "
Dec. 8, 1981	Dr. Alexander Gordon Fisher	"	10,750.00	4 "
Dec. 8, 1981	Edward A. Kirk	"	10,750.00	8 "
Dec. 8, 1981	John D. Gartley	"	10,750.00	8 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Dec. 8, 1981	Marvin Gerstein	Folkway Woods - units $	10,750.00	4 units
Dec. 8, 1981	Ruth Helen Gales	"	10,750.00	4 "
Dec. 8, 1981	David Freedman	"	10,750.00	4 "
Dec. 8, 1981	Lewis Baker	"	10,750.00	4 "
Dec. 8, 1981	Michael G. Shulman	"	10,750.00	4 "
Dec. 8, 1981	Lloyd Weiss	"	10,750.00	4 "
Dec. 8, 1981	Lorne Barsky	"	10,750.00	4 "
Dec. 8, 1981	Ronald S. Steinberg	"	10,750.00	4 "
Dec. 8, 1981	William Lieberman	"	10,750.00	8 "
Dec. 8, 1981	Dr. Richard N.Rodney	"	10,750.00	8 "
Dec. 8, 1981	Karl Bald	"	10,750.00	4 "
Dec. 8, 1981	Henry E. Liss	"	10,750.00	4 "
Dec. 8, 1981	Harvey S. Hecker	"	10,750.00	8 "
Dec. 8, 1981	Harry Krakowsky	"	10,750.00	4 "
Dec. 8, 1981	Dr. Elliott R. Lyons	"	10,750.00	4 "
Dec. 8, 1981	Robert S. Fish	"	10,750.00	16 "
Dec. 8, 1981	Ernest Goodman	"	10,750.00	4 "
Dec. 8, 1981	Alan M. Lavine	"	10,750.00	4 "
Dec. 8, 1981	Carson G. Stratton	"	10,750.00	8 "
Dec. 8, 1981	Harvey Berstein	"	10,750.00	4 "
Dec. 8, 1981	David Mouckley	"	10,750.00	4 "
Dec. 8, 1981	Geoffrey Matus	"	10,750.00	4 "
Dec. 8, 1981	Howard Weinberg	"	10,750.00	4 "
Dec. 8, 1981	Gerald Sheff	"	10,750.00	4 "
Dec. 8, 1981	Martin Storm	"	10,750.00	4 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Dec. 8, 1981	Dr. Marvin H. Gans	Folkway Woods - units $	10,750.00	4 units
Dec. 8, 1981	Dr. Marvin Geist	"	10,750.00	4 "
Dec. 8, 1981	Patrick Duco	"	10,750.00	4 "
Dec. 8, 1981	Michael Chodos	"	10,750.00	4 "
Dec. 8, 1981	Samuel Schwartz	"	10,750.00	4 "
Dec. 8, 1981	Donald E. Fox	"	10,750.00	4 "
Dec. 8, 1981	Lillian Stupp	"	10,750.00	4 "
Dec. 8, 1981	Jack Stupp	"	10,750.00	4 "
Dec. 8, 1981	Boris Zerafa	"	10,750.00	4 "
Dec. 8, 1981	Martin Taylor	Collegeway Gardens - units	7,250.00	4 "
Dec. 8, 1981	Benjamin Libman	"	7,250.00	4 "
Dec. 8, 1981	Dr. Ronald G.Golden	"	7,250.00	8 "
Dec. 8, 1981	Bertrand Gerstein	"	7,250.00	4 "
Dec. 8, 1981	Graham Ingram Gore	"	7,250.00	4 "
Dec. 8, 1981	Dr. Cecil M.Gilbert	"	7,250.00	4 "
Dec. 8, 1981	Dr. E.M. Tanz	"	7,250.00	4 "
Dec. 8, 1981	Abdullah Harum	"	7,250.00	4 "
Dec. 8, 1981	Mark Cohen	"	7,250.00	4 "
Dec. 8, 1981	William Lieberman	"	7,250.00	4 "
Dec. 8, 1981	Dr. Richard N.Rodney	"	7,250.00	8 "
Dec. 8, 1981	Dr. Robin P.Humphreys	"	7,250.00	4 "
Dec. 8, 1981	Bernard Koffman	"	7,250.00	4 "
Dec. 8, 1981	Dr. Stanley E. Starkman	"	7,250.00	4 "
Dec. 8, 1981	Gerald Sheff	"	7,250.00	4 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Dec. 8, 1981	Stanley Mourin	Collegeway Gardens - units	$ 7,250.00	4 units
Dec. 8, 1981	Harry P. Bregman	"	7,250.00	4 "
Dec. 8, 1981	Deborah Gans	"	7,250.00	4 "
Dec. 8, 1981	Dr. Marvin H. Gans	"	7,250.00	4 "
Dec. 8, 1981	Alex Raubvogel	"	7,250.00	4 "
Dec. 8, 1981	Michael O. Man	"	7,250.00	4 "
Dec. 8, 1981	Mark Libman	"	7,250.00	4 "
Dec. 8, 1981	Robert S. Fish	"	7,250.00	8 "
Dec. 8, 1981	Dr. Ian R.Munroe	"	7,250.00	8 "
Dec. 8, 1981	Dr. Philip G. Klotz	"	7,250.00	4 "
Dec. 8, 1981	Dr. James Shenkman	"	7,250.00	4 "
Dec. 8, 1981	Roger Storey	"	7,250.00	8 "
Dec. 8, 1981	Louis Libman	"	7,250.00	4 "
Dec. 8, 1981	Alan Wilder	"	7,250.00	4 "
Dec. 8, 1981	Dr. N.J. Hodson-Walker	"	7,250.00	4 "
Dec. 8, 1981	Marvin Gerstein	"	7,250.00	4 "
Dec. 8, 1981	Marsha Raubvogel	"	7,250.00	4 "
Dec. 8, 1981	David B. Greenspan	"	7,250.00	4 "
Dec. 8, 1981	Ruth Helen Gales	"	7,250.00	4 "
Dec. 8, 1981	Dr. Marvin D. Klotz	"	7,250.00	8 "
Dec. 8, 1981	Alexander Czumaczenko	"	7,250.00	4 "
Dec. 8, 1981	Dr. Cyril Rotenberg	"	7,250.00	4 "
Dec. 8, 1981	Lou Litwin	"	7,250.00	8 "
Dec. 8, 1981	Albert Libman	"	7,250.00	4 "
Dec. 8, 1981	Dr. Earl Farber	"	7,250.00	8 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Dec. 8, 1981	Charles Benko	Collegeway Gardens - $ units	7,250.00	4 units
Dec. 8, 1981	Mel Glickman	"	7,250.00	4 "
Nov. 27, 1981	Marion McKenzie	Eden Roc Mineral Corp. common shares	.50	10,000 shrs
Nov. 27, 1981	Wayne Darby	"	.50	20,000 "
Nov. 27, 1981	Frank Hagemans	"	1.00	10,000 "
Dec. 11, 1981	Ruth P. Palmour	Cavendish Investing Ltd. convertible class 'A' preferred	1,000.00	5,000 "
Dec. 1, 1981	Ontario Municipal Employees Retirement Board	"	1,000.00	15,000 "
Dec. 11, 1981	Canadian National Railway Company	"	1,000.00	5,000 "
Dec. 11, 1981	Confederation Life Insurance Company	"	1,000.00	5,000 "
Dec. 11, 1981	National Trust Co. Ltd.-Trustee for Commingled Pension Funds of Inco Ltd.	"	1,000.00	3,000 "
Dec. 11, 1981	Monray & Co.	"	1,000.00	2,500 "
Dec. 11, 1981	Electra Investment	"	1,000.00	2,000 "
Nov. 25, 1981		Citicorp Limited - 15 3/4% interest bearing notes due November 25, 1983	100.00	50,000 notes
Nov. 23, 1981	C. D. Anderson	King of Evil - units	5,000.00	1 unit
Nov. 23, 1981	Samuel Aronson	"	5,000.00	1 "
Nov. 23, 1981	Robert L. Coupe	"	5,000.00	1 "

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 23, 1981	S. A. Doctor	King of Evil - units	$ 5,000.00	1 unit
Nov. 23, 1981	John & Anne Fraser	"	5,000.00	1 "
Nov. 23, 1981	Yl Francis Ho	"	5,000.00	1 "
Nov. 23, 1981	John K. King	"	5,000.00	1 "
Nov. 23, 1981	Harri Kilvo	"	5,000.00	1 "
Nov. 23, 1981	Mackim Kushniruk	"	5,000.00	3 units
Nov. 23, 1981	Jerry Larmand	"	5,000.00	1 unit
Nov. 23, 1981	R.E. MacDonald	"	5,000.00	2 units
Nov. 23, 1981	Marvin & Shirley McComb	"	5,000.00	1 unit
Nov. 23, 1981	Gavan and Helen McKenna	"	5,000.00	1 "
Nov. 23, 1981	Cheryl Morrisey & Verna B. Paquette	"	5,000.00	1 "
Nov. 23, 1981	Elliot Morrison	"	5,000.00	1 "
Nov. 23, 1981	S. Nikiforuk	"	5,000.00	1 "
Nov. 23, 1981	John Nikiforuk	"	5,000.00	1 "
Nov. 23, 1981	PFA Labs	"	5,000.00	3 units
Nov. 23, 1981	Leslie G. Platt	"	5,000.00	1 unit
Nov. 23, 1981	Benjamin Shore	"	5,000.00	1 "
Nov. 23, 1981	Seymour Silverberg	"	5,000.00	1 "
Nov. 23, 1981	Duncan G. Sinclair	"	5,000.00	1 "
Nov. 23, 1981	Norman A. Smith	"	5,000.00	1 "
Nov. 23, 1981	Han Spoel	"	5,000.00	2 units
Nov. 23, 1981	Diane Stortini	"	5,000.00	1 unit
Nov. 23, 1981	E.D. Vaughan	"	5,000.00	3 units

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 23, 1981	Walter Weaver & Lester Bori	King of Evil - units	$ 5,000.00	1 unit
Nov. 23, 1981	Samuel I. Williams	"	5,000.00	1 "
Dec. 3, 1981	Confederation Life Insurance Co.	Household Finance Corp. Ltd. - 10% registered notes due December 1, 1983	3,110,100.00	$ 3,110,100.00
Dec. 3, 1981	Canadian Imperial Bank of Commerce	"	18,660,000.00	18,660,000.00
Dec. 3, 1981	National Bank of Canada	"	444,300.00	444,300.00
Dec. 3, 1981	Bank of America Canada	Household Finance Corp. Ltd. - 10% registered notes due December 1, 1984	8,450,000.00	8,450,000.00
Dec. 3, 1981	Excelsior Life Insurance Co.	"	8,450,000.00	8,450,000.00
Dec. 9, 1981	The Canada Life Assurance Company	"	1,691,000.00	1,691,000.00
Dec. 4, 1981	The Great West Life Assurance Company	"	676,000.00	676,000.00
Dec. 11, 1981	The Monarch Life Assurance Company	"	2,029,680.00	2,029,680.00
Dec. 10, 1981	Province of Saskatchewan	"	3,212,520.00	3,212,520.00
Nov. 17, 1981		General Motors Acceptance Corp. of Canada, Ltd. 17 3/4% notes due November 15, 1985	60,000,000.00	60,000,000.00
Nov. 2, 1981	Prudential Assurance Company Limited	Maritime Electric Co., Ltd. - 18.75%	1,000,000.00	1,000,000.00

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 2, 1981	Crown Life Insurance Company	Maritime Electric Co., Ltd. - 18.75% First mortgage Bonds due 1987	$ 3,500,000.00	$ 3,500,000.00
Nov. 2, 1981	Bank of Montreal	"	500,000.00	500,000.00
Nov. 2, 1981	The Canada Life Assurance Company	"	1,800,000.00	1,800,000.00
Dec. 7, 1981	Royal Trust Corp.	Haley Ind. Ltd. - common shares	5.10	10,000 shrs
Dec. 7, 1981	Taurus Fund Ltd.	"	5.10	12,000 "
Nov. 30, 1981	Norman Davis	Video Dentistry II - Part 1 - units	7,500.00	2 units
Nov. 30, 1981	James N. Davis	"	7,500.00	1 unit
Nov. 30, 1981	Bruno C. Guglielmin	"	7,500.00	1 "
Nov. 30, 1981	Paul J. Guglielmin	"	7,500.00	1 "
Nov. 30, 1981	Michael Sopman	"	7,500.00	1 "
Nov. 30, 1981	Sally Austin	"	7,500.00	2 units
Nov. 30, 1981	Brian C. Umphrey	"	7,500.00	1 unit
Nov. 30, 1981	Robert Lester	"	7,500.00	1 "
Nov. 30, 1981	William E. Ford	"	7,500.00	2 units
Nov. 30, 1981	Roy E. Johnson	"	7,500.00	2 "
Nov. 30, 1981	Michael Lester	"	7,500.00	1 unit
Nov. 30, 1981	Norman Davis	Video Dentistry II - Part II - units	15,000.00	1 "
Nov. 30, 1981	Anita Malach	"	15,000.00	1 "
Nov. 30, 1981	Morris Malach	"	15,000.00	2 units
Nov. 30, 1981	Antoinette Nainelli	"	15,000.00	2 "
Nov. 30, 1981	Mario Mainelli	"	15,000.00	1 unit

Continued

Transaction Date	Purchaser	Security	Price	Amount
Nov. 30, 1981	Murray Lieberman	Video Dentistry II - Part II - units	$ 15,000.00	2 units
Nov. 30, 1981	Inge Relle	"	15,000.00	1 unit
Nov. 30, 1981	Walter Proksh	"	15,000.00	1 "
Nov. 30, 1981	Strul Strulovici	"	15,000.00	2 units
Nov. 30, 1981	Tella Strulovici	"	15,000.00	1 unit
Nov. 30, 1981	Gilda Price	"	15,000.00	1 "
Nov. 30, 1981	498293 Ontario Limited	Promed Technology Inc. - common shares	.50	250,000 shrs
Nov. 30, 1981	Principal Property Dev. Corp. Ltd.	"	.50	250,000 "

FORM 21 (AND ITS PREDECESSOR) - RESALE OF SECURITIES

Date of Resale	Date of Original Purchase	Seller	Security	Price	Amount
Nov. 3, 1981	March 3, 1980	Eboo N.V.	Quebec Sturgeon River Mines Ltd. common shares	$ 4.12	25,000 shrs
Nov. 20, 1981	March 3, 1980	Estate Philip Edward Boylen	"	3.00	800 "
				2.90	3,500 "
				2.90	700 "

NOTICE OF INTENTION TO DISTRIBUTE SECURITIES PURSUANT TO SUBSECTION 7 OF SECTION 71

Seller	Security	Amount
The First Robert Alan Daniesl Trust	The Cadillac Fairview Corporation Limited - preference series 'A'	10,000 shrs
J. D. Maclennan	PeBen Oilfield Services Ltd. - common shares	31,306 "

TAKE-OVER BIDS, ISSUER BIDS

VS SERVICES LTD.
(OFFEROR)

MAJOR FOODS LIMITED
(OFFEREE)

NOTICE OF INTENTION - FORM 35 - SENLAC RESOURCES INC.

CONTINUOUS DISCLOSURE FILINGS

MATERIAL RECEIVED PURSUANT TO THE ACT & REGULATIONS

A	ANNUAL FINANCIAL STATEMENTS
B	INFORMATION CIRCULAR (FORM 30) OR REPORT (FORM 28)
C	INTERIM FINANCIAL STATEMENTS
D	TAKE-OVER, ISSUER BIDS AND RELATED MATERIAL
E	OTHER REPORTS
F	REPORT OF MATERIAL CHANGE (FORM 27)

AERO ENERGY LTD.	E
AGF MANAGEMENT LIMITED	E
ALBERTA ENERGY COMPANY LTD.	E
ALBERTA NATURAL GAS COMPANY LTD.	E
ALCAN ALUMINUM LIMITED	E
AMERICAN EAGLE PETROLEUMS LIMITED	C E
AMERICAN EXPRESS COMPANY	C E
ANDOVER RESOURCES LTD.	B
ANGLO ENERGY LIMITED	A C E
ATLAS YELLOWKNIFE RESOURCES LIMITED	B E
AUDAX GAS & OIL LTD.	E
B P CANADA INC.	E
BANISTER CONTINENTAL LTD.	E
BANK OF MONTREAL	A B E
BANKENO MINES LIMITED	C
BANNER FUND	C
BEARCAT EXPLORATIONS LTD.	C E
BLUEWATER PARK APARTMENT PROJECT	A B E
BRASCADE RESOURCES INC.	E
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION	E
BRITISH PETROLEUM COMPANY LIMITED	E
BROOKE BOND INC.	B E
BY DESIGN	C E
C & C YACHTS LIMITED	E
C-I-L INC.	E
CAMFLO MINES LTD.	E
CANADA CEMENT LAFARGE LTD.	E
CANADIAN ANAESTHETISTS' MUTUAL ACCUMULATING FUND LIMITED	E
CANADIAN IMPERIAL BANK OF COMMERCE	A B E
CANNON MINES LIMITED	B
CANRON INC.	E
CAPITAL DYNAMICS LIMITED	B E
CHIEFTAIN DEVELOPMENT CO. LTD.	E
COCHRANE-DUNLOP LIMITED	E
COCKFIELD BROWN INC.	E
COMPUTALOG GEARHART LTD.	C E
CONSOLIDATED BATHURST INC.	E
CONSOLIDATED COPPER-LODE DEVELOPMENTS INC.	E
CONSOLIDATED PROFESSOR MINES LIMITED	E

CONSUMERS DISTRIBUTING COMPANY LIMITED	E
COPPER PRINCE RESOURCES INC.	C
CORPORATION FALCONBRIDGE COPPER	E
CYPRUS ANVIL MINING CORPORATION	E
DISCOVERY MINES LIMITED	C E
DOMTAR INC.	E
DORSET RESOURCES LTD.	F
DRG INC.	C E
EATON BAY MORTGAGE CORPORATION	C E
EATON BAY TRUST COMPANY (ALBERTA)	C
EDEN ROC MINERAL CORP.	C E
FIRST CITY TRUST COMPANY	E
FISHER OIL & GAS CORPORATION	E
FLYING CROSS PETROLEUM CORP.	E
FORD MOTOR COMPANY OF CANADA LTD.	E
FRANCANA OIL & GAS LTD.	C
G & H STEEL INDUSTRIES LIMITED	E
G.M. RESOURCES LIMITED	F
GALTACO INC.	E
GALVESTON PETROLEUMS LTD.	E
GENERAL DISTRIBUTORS OF CANADA LTD.	C
GENERAL MOTORS CORPORATION	C
GETTY OIL COMPANY	E
GOLDALE INVESTMENTS LIMITED	C E
GOLDLUND MINES LIMITED	E
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LTD.	E
GREY GOOSE CORPORATION LIMITED	E
GULF CANADA LIMITED	E
HARDING CARPETS LIMITED	E
HALE RESOURCES LTD.	E
HERITAGE GROUP INC., THE	E
HIRAM WALKER RESOURCES LTD.	E
HOLMER GOLD MINES LIMITED	C
HUDSON BAY MINING AND SMELTING CO. LIMITED	E
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	E
HUNTER DOUGLAS N.V.	E
HUSKY OIL LTD.	E F
I.U. INTERNATIONAL CORPORATION	E
IMASCO LIMITED	E
INCO LIMITED	E
INEXCO OIL COMPANY	E
IRVCO RESOURCES LTD.	E
IRWIN TOY LIMITED	E
ISLAND TELEPHONE COMPANY LIMITED, THE	C
JOFFRE RESOURCES LTD.	E
K-TEL INTERNATIONAL, INC.	E
KELLY DOUGLAS & COMPANY LIMITED	C
KERR-MCGEE CORPORATION	E
LOBLAW COMPANIES LIMITED	E
LONGFORD EQUIPMENT INTERNATIONAL LIMITED	C
M W RESOURCES LIMITED	C
M.T.S. INTERNATIONAL SERVICES INCORPORATED	E
MACKENZIE FINANCIAL CORPORATION	E
MAGNA INTERNATIONAL INC.	E
MAHER INC.	E
MAISLIN INDUSTRIES LTD.	C
MARKS & SPENCER CANADA INC.	E

MASCAN CORPORATION	E
McCHIP RESOURCES INC.	C
McINTYRE MINES LIMITED	E
MEDINA ENERGY RESOURCES CORPORATION	E
MERIDIAN CONCEPTS LTD.	E
MESTON LAKE RESOURCES INC.	E
MINERAL RESOURCES INTERNATIONAL LIMITED	C
MOBIL CORPORATION	E
MSZ RESOURCES LTD.	C
NEW UNGAVA COPPER MINES LTD.	E
NEWFOUNDLAND CAPITAL CORPORATION LIMITED	E
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	C
NIAGARA STRUCTURAL STEEL COMPANY LIMITED	E
NORANDA MINES LIMITED	E
NORCEN ENERGY RESOURCES LIMITED	E
NORTH AMERICAN COMBUSTION TECHNOLOGY CORPORATION	E
NOVA, AN ALBERTA CORPORATION	E
NU-WEST GROUP LIMITED	C
ORRWELL ENERGY CORPORATION LTD.	F
OSHAWA GROUP LIMITED, THE	E
PANHANDLE EASTERN PIPE LINE COMPANY	E
PEL NGIO-LARDER MINES LIMITED	E
PETROLEUM ROYALTIES LTD.	E
PLACER DEVELOPMENT LIMITED	E
PLUMBING MART CORPORATION	C
PLUMBING MARTS OF AMERICA, INC.	C
POP SHOPPES INTERNATIONAL INC.	E
PORTFIELD INDUSTRIES INC.	C
POWER CORPORATION OF CANADA	E
PROMED TECHNOLOGY INC.	F
PRUDENTIAL PLACE APARTMENT PROJECT	C
RAYLLOYD MINES & EXPLORATIONS LIMITED	F
REDPATH INDUSTRIES LIMITED	E
RESOURCE SERVICE GROUP LTD.	C
RIVERSIDE YARNS LIMITED	E
ROXY PETROLEUM LTD.	E
ROYAL BANK OF CANADA, THE	A B
ROYAL TRUST "A" FUND	C
ROYAL TRUST "B" FUND	C
ROYAL TRUST "C" FUND	C
ROYAL TRUST "E" FUND	C
ROYAL TRUST "M" FUND	C
ROYAL TRUSTCO LIMITED	E
ROYEX STURGEX MINING LIMITED	E E
SAN JUDAS MOLYBDENUM CORPORATION LIMITED	E
SANTA MARIA RESOURCES LIMITED	E
SCINTREX LIMITED	C
SEAGRAM COMPANY LTD., THE	E
SHADOWFAX RESOURCES LTD.	E
SHAWNEE PETROLEUMS LIMITED	C
SHERRITT GORDON MINES LIMITED	E
SILVERSIDE RESOURCES INC.	E
SILVERTON RESOURCES LTD.	A B
SKYE RESOURCES LTD.	C E
SPIRIT LAKE EXPLORATIONS LIMITED	E
SUNBURST EXPLORATION LIMITED	C
TANGLEWOOD PETROLEUM CORPORATION	E

TECTONIC ENERGY CORPORATION	E
TEXACO CANADA INC.	E F
TORONTO-DOMINION BANK	A B E
TRANS MOUNTAIN PIPE LINE COMPANY LIMITED	E
TRANS-CANADA RESOURCES LTD.	B
TRANSCANADA PIPELINES LIMITED	E
TRAPPER RESOURCES LTD.	A B
TRIMAC LIMITED	E
TURBO RESOURCES LIMITED	E
TWIN RICHFIELD OILS LTD.	E
UNICORP FINANCIAL CORPORATION	E
UNION GAS LIMITED	E
UNITED KENO HILL MINES LIMITED	E
VIDEO INDUSTRIES INC.	E
VS SERVICES LTD.	E
WESTGROWTH PETROLEUMS LTD.	E
WESTMILLS CARPETS LIMITED	E
WILCO MINING COMPANY LIMITED	C
WILSHIRE ENERGY RESOURCES INC.	A B
WIX CORPORATION LIMITED	E
WOODWARD STORES LIMITED	E
ZONE RESOURCES LIMITED	E
AMERICAN ELECTRIC POWER COMPANY INC.	C
B C I FURNITURE LIMITED	C
BENCORP INDUSTRIES LTD.	A B C
CROWS NEST RESOURCES LTD.	E
DENTSPLY INTERNATIONAL INC.	C
FISCAL AGENTS	E
GANDALF TECHNOLOGIES INC.	E
G-V-T FOODS LIMITED	B E
HUNTER DOUGLAS CANADA LIMITED	E
INTERNATIONAL TELEPHONE & TELEGRAPH	C
MISSISSAUGA GOLF AND COUNTRY CLUB, LIMITED, THE	A B
OSLER BLUFF SKI CLUB LIMITED	C
PETERSFIELD OIL & MINERALS LTD.	B
TANDY CORPORATION	E
TIW INDUSTRIES LTD.	C
TRI-BASIN RESOURCES LTD.	B

NEW ISSUE AND SECONDARY FINANCING

BRITISH COLUMBIA TELEPHONE COMPANY

Final receipt issued December 14, 1981 for prospectus dated December 10, 1981 qualifying for sale in Ontario 2,750,000 ordinary shares (without norminal or par value) at a price of $15.00 per share, to net the company $39,187,500 before expenses of issue. Concurrently, the company's principal shareholders have agreed to purchase for investment an aggregate of 593,504 ordinary shares at a price of $15.00 per share.

Underwriter: Pitfield Mackay Ross Limited

ens BIO LOGICALS inc.

Final receipt issued December 11, 1981 for a prospectus dated November 16, 1981 filed under S.52(2) of the Securities Act to enable the company to become a reporting issuer within the meaning of the Act.

GANDALF TECHNOLOGIES INC.

Final receipt issued December 9, 1981 for a prospectus dated December 9, 1981 offering for sale in Ontario 850,000 common shares of the company at a price of $12.125, to net the company $9,584,813 before expenses of issue.

The company has granted the underwriter an option to purchase up to 100,000 additional common shares of the company at a price of $12.125, to net the company up to an additional $1,127,625.

There will also be a secondary offering of 285,000 common shares at a price of $12.125, none of the proceeds of which will accrue to the company.

Concurrent with this offering, there will be offered, in the United States of America, 750,000 common shares of the compnay (with an optional additional offering of up to 100,000 common shares). If the above options are exercised in full, the combined offering will net the company an estimated $18,043,943 before expenses of issue.

There will also be a secondary offering, in the United States, of 285,000 common shares, non of the proceeds of which will accrue to the company.

Underwriter: Wood Gundy Limited

KING STREET ESTATES PHASE 1 LIMITED PARTNERSHIP

A final receipt was issued December 9, 1981 in respect of a prospectus dated December 5, 1981 offering for sale 358 limited partnership units, in King Street Estates Phase 1 Limited Partnership at $22,500 per unit to yield the limited partnership $7,410,600 net of commissions.

Promoters: Shelter Corporation of Canada Limited

Selling Agent: Ontario Registered Dealers

NATIONAL RESOURCE EXPLORATIONS LTD.

Final receipt issued December 9, 1981 for a prospectus dated November 16, 1981 filed pursuant to subsection 52(2) of the Securities Act to enable the issuer to become a reporting issuer. The filing of this prospectus was a condition of a ruling dated June 11, 1981 pursuant to which the issuer was permitted to trade in Ontario up to 46,500 common shares of the issuer at $4.00 per share without a prospectus.

PALM SPRINGS SQUARE LIMITED PARTNERSHIP

A final receipt was issued December 10, 1981 for a prospectus dated November 30, 1981 offering for sale in Ontario 300 units in Palm Springs Square Limited Partnership at $25.00 per unit to yield the partnership proceeds of $6,975,000 net of commissions but before deducting expenses of the offering, on a best efforts basis.

Agents: Ontario Registered Dealers

Promoters: BB & E Corporation
B R K Associates, Ltd.
Palm Springs Associates, Ltd.
Westar Associates

RICKABY MINES LIMITED

Final receipt was issued December 9, 1981 for a prospectus dated December 8, 1981 by which Rickaby Mines Limited grants to the holders of record of its common shares at the close of business on December 16, 1981, rights to subscribe for and purchase from the company two additional common shares for each common share held at a price of .50¢ per share, to net the company a minimum of $300,000 and a maximum of $839,925 before deduction of the agent's fee in the amount of $50,000 and the expenses of issue. The offer will expire January 22, 1981 at 4:00 P.M. Toronto time. The prospectus also qualifies the issue of shares acquired pursuant to the exercise of the rights.

Agent: Midland Doherty Limited

Promoter: Robert J. Ball

SANDHURST

Final receipt issued December 9, 1981 for a prospectus dated December 4, 1981 qualifying for sale in Ontario 2400 limited partnership units at $2,425.00 per unit to net the project $5,820,000 before issue expenses, including commissions, of $673,044. There is a minimum purchase requirement of 10 units.

Promoter: Imperial Financial Services Ltd.

Agent: Imperial Securities Ltd.

TEJAS PETROLEUM RESOURCES LTD.

Final receipt was issued December 15, 1981 for a prospectus dated December 10, 1981 filed by Tejas Petroleum Resources Ltd. qualifying for sale in Ontario 750,000 common shares at $0.80 per share to provide proceeds to the company before deducting expenses of issue of $300,000.

There will also be a secondary offering of 212,500 common shares, none of the proceeds of which will accure to the benefit of the company.

Promoter: James D. McCannell

Underwriter: E.A. Manning Limited

TRETHEWAY

Final receipt was issued December 15, 1981 for a prospectus dated December 8, 1981 offering for sale in Ontario on a best efforts basis 2720 limited partnership units at a price of $2,037.40 per unit, to net the partnership $5,541,728 before expenses of issue.

Promoter: Imperial Financial Services Ltd.

Agent: Imperial Securities Limited

PRELIMINARY PROSPECTUSES WITHDRAWN

PARKDALE ESTATE APARTMENTS LIMITED PARTNERSHIP

The preliminary prospectus dated September 28, 1981 has been withdrawn at the request of the issuer.

SNOWBERRY DOWNS LIMITED PARTNERSHIP

At the request of the company, the above offering has been withdrawn.

RIGHTS OFFERING

CENTRAL TRUST COMPANY

Material acceptable to the Commission has been received in respect of a proposed rights offering by Central Trust Company, whereby holders of common shares of the corporation are entitled to purchase one additional common share at $7.00 for each seven common shares held.

Subscription Agent: Central Trust Company

INTERNATIONAL PAPER COMPANY

Material relating to a dividend reinvestment and stock purchase plan has been delivered to and is accepted by the Commission.

PRELIMINARY PROSPECTUSES RECEIVED

December 10, 1981

Canadian Imperial Bank of Commerce — National Issue-Ontario

Offering $ * (* shares) $ * cumulative redeemable Class A preferred shares Series 2 at a price of $25 per share to yield * % per annum.

Underwriters: Dominion Securities Ames Limited
Burns Fry Limited
McLeod Young Weir Limited
Pitfield Mackay Ross Limited

Canadian Imperial Bank of Commerce — National Issue-Ontario

Offering $ *, * % debentures (unsecured and redeemable) at a price of * to yield * % per annum.

Underwriters: Dominion Securities Ames Limited
Burns Fry Limited
McLeod Young Weir Limited
Pitfield Mackay Ross Limited

December 14, 1981

Abitibi-Price Inc. — National Issue-Ontario

Offering $ *, * % sinking fund debentures, Series J (secured and redeemable) at a price of *.

Underwriters: Wood Gundy Limited
Greenshields Incorporated
McLeod Young Weir Limited

Nova, An Alberta Corporation — National Issue-Alberta

Offering $ * (* shares) $ * % cumulative redeemable first preferred shares (par value $25 each) at a price of $25 per share.

Underwriters: Dominion Securities Ames Limited
Pitfield Mackay Ross Limited

December 16, 1981

British Columbia Telephone Company — National Issue-B.C.

Offering $ * first mortgage bonds, * % Series AH (redeemable) at a price of *.

Underwriters: Pitfield Mackay Ross Limited

Numac Oil & Gas Ltd. — National Issue-Alberta

Offering up to * units, each unit consisting of the right to earn 100 common shares, at the price of $ * per unit.

Agents: McLeod Young Weir Limited
Walwyn Stodgell Cochran Murray Limited

Silver Lake Resources Inc.

Offering 1,200,000 common shares (without par value) and 300,000 share purchase warrants in units, each unit consisting of 1 common share and 1/4 share purchase warrant at a price of $1.25 per unit.

Agent: St. Lawrence Securities Limited

AMENDMENTS RECEIVED

December 11, 1981

Orrwell Energy Corporation Ltd.

Amendment #1 dated December 7, 1981 to prospectus dated October 16, 1981.

December 15, 1981

Palm Springs Square Limited Partnership

Amendment #1 dated December 8, 1981 to prospectus dated November 30, 1981.

DECEMBER 1981

REGISTRATIONS

SECURITIES

INVESTMENT COUNSEL

Plums Incorporated,
126 Yonge Street,
Barrie, Ontario.
L4N 4C9.
(effective December 10, 1981) Change of name from Malcolm Burford Investment Counsel

TERMINATIONS

INVESTMENT COUNSEL

Malcolm Burford Investment Counsel
126 Yonge Street,
Barrie, Ontario.
L4N 4C9.
(effective December 10, 1981) Change of name to Plums Incorporated

SECURITIES DEALER

Filmfund Financing Corporation,
18A Hazelton Ave.,
Suite E406,
Toronto, Ontario.
M5R 2E2.
(effective December 14, 1981) Lapsed

CANDORE EXPLORATIONS LTD.

Please be advised that the charter of the abovenoted company was revived November 1981, and that the company is once again a Reporting Issuer.

The Cease Trading Order dated July 15, 1977 continues in full force and effect.

TRANSFERS WITHIN ESCROW

GOLDEN SHAFT MINES LIMITED

From	To	No. of Shares
Harry L Isaacs	Mary Louise Isaacs	100,000

MIDLAND NICKEL CORPORATION LIMITED

From	To	No. of Shares
Robert March	Harry Mayzel	96,756

NORSEMAN MINES LIMITED

From	To	No. of Shares
Paramount Resources Limited	Grosmont Resources Ltd.	575,000

RELEASE WITHIN ESCROW

PONY SPORTING GOODS LIMITED

The Ontario Securities Commission hereby consents to the release of 608,000 common shares from escrow.

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HUDSON'S BAY OIL AND GAS COMPANY LTD. AND DOME ENERGY	44C
NORTHERN TELEPHONE COMPANY LIMITED S.79	517C
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237644 BRITISH COLUMBIA LTD.	(OFFEROR)	3I
240083 B.C. LTD.	(OFFEROR)	6I
459862 ONTARIO LIMITED	(OFFEREE)	9I
489060 ONTARIO LTD.	(OFFEROR)	14I
ABERFORD RESOURCES CORPORATION	(OFFEREE)	11I
ABERFORD RESOURCES LTD.	(OFFEROR)	11I
ALPHATEXT LIMITED	(OFFEREE)	1I
AQUITAINE COMPANY OF CANADA LTD.	(OFFEREE)	6I
B.E. ACQUISITIONS INC.	(OFFEROR)	11I
BRASCADE RESOURCES INC.	(OFFEROR)	5I
CAIRN PETROLEUMS LTD.	(OFFEREE)	4I
CANADA PERMANENT MORTGAGE CORPORATION	(OFFEREE)	1I
CANDEL OIL LTD.	(OFFEREE)	1I
CARTIER RESOURCES INC.	(OFFEROR)	7I
CDC PETROLEUM INC.	(OFFEROR)	6I
COCKFIELD BROWN INC.	(OFFEREE)	14I
CONOCO INC.	(OFFEREE)	4I
CYPRUS ANVIL MINING CORPORATION	(OFFEREE)	3I
DARKHAWK DEVELOPMENT CORPORATION LTD.	(OFFEREE)	6I
DOMINION STORES LIMITED	(OFFEROR)	4I
DYNAMAR ENERGY LIMITED	(OFFEROR)	4I
FIRST CITY FINANCIAL CORPORATION LTD.	(OFFEREE)	6I
GENSTAR CORPORATION	(OFFEROR)	1I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	14I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	14I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	13I
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED	(OFFEROR)	14I
GREAT PACIFIC INDUSTRIES INC.	(OFFEREE)	2I
HARRIS STEEL GROUP INC.		15I
HOLLINGER ARGUS LIMITED	(OFFEREE)	4I
HUDSON'S BAY COMPANY		13I
IRVCO RESOURCES LIMITED	(OFFEREE)	14I
ISSUER BID - FORM 34 YORK RUSSELL INC.		4I
JAMESTOWN RESOURCES INC.	(OFFEROR)	9I
JIM PATTISON INDUSTRIES LTD.	(OFFEROR)	2I
JOHN LABATT LIMITED	(OFFEROR)	2I
LANSCO PETROLEUM INC.	(OFFEREE)	14I
LIBERTY PETROLEUMS INC.	(OFFEREE)	9I
MAJOR FOODS LIMITED	(OFFEREE)	16I
MARSHALL STEEL LTD.	(OFFEROR)	
DRUMMOND McCALL INC.	(OFFEREE)	12I
MOBIL CORPORATION	(OFFEROR)	4I
MOSPORT PARK CORPORATION	(OFFEREE)	13I
MOUNTAIN STATES RESOURCES INC.		14I
MSZ RESOURCES LIMITED	(OFFEROR)	9I
MUNICIPAL FINANCIAL CORPORATION	(OFFEROR)	6I
MUNICIPAL SAVINGS & LOAN CORPORATION	(OFFEREE)	6I

NORANDA MINES LIMITED	(OFFEREE)	5I
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NOTICE OF INTENTION - FORM 35 ABITIBI - PRICE INC.		15I
NOTICE OF INTENTION - FORM 35 SULPETRO LIMITED		8I
NOTICE OF INTENTION FORM 35 UNICAN SECURITY SYSTEMS LTD.		9I
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OAKWOOD PETROLEUMS LTD.	(OFFEROR)	13I
OGILVIE MILLS LTD.	(OFFEREE)	2I
OMEGA HYDROCARBONS LTD.		14I
PALLISER RESOURCES	(OFFEREE)	14I
PENN WEST PETROLEUM LIMITED	(OFFEROR)	1I
QUASAR PETROLEUMS LTD.	(OFFEREE)	13I
RESOLUTE PETROLEUMS LIMITED		18I
SENLAC RESOURCES INC.	(OFFEREE)	7I
SHELL PETROLEUM COMPANY OF CANADA LIMITED	(OFFEROR)	1I
STROM RESOURCES LTD.	(OFFEREE)	1I
SULPETRO LIMITED	(OFFEROR)	1I
TEXACO CANADA INC.	(OFFEREE)	14I
TEXACO INTERNATIONAL FINANCIAL CORPORATION	(OFFEROR)	14I
THE SEAGRAM COMPANY LTD		8I
TRRANS-CANADA RESOURCES LTD.	(OFFEROR)	6I
VS SERVICES LTD	(OFFEROR)	16I
WESTERN GEAR CORPORATION	(OFFEREE)	11I

NEW ISSUE AND SECONDARY FINANCING

"HUMUNGUS"	68K
"LOVE"	82K
"MOTHER LODE"	74K
(FORMERLY CALGARY POWER) UNITED AMERICAN FUND LTD.	107K
ACCELERATION CORPORATION (RIGHTS OFFERING)	64K
AERO ENERGY LTD.	56K
AFG MONEY MARKET FUND	62K
ALTAMIRA INCOME FUND	106K
AMERACRUDE INTERNATIONAL INC.	82K
AMERICAN ELECTRIC POWER COMPANY INC. (RIGHTS OFFERING)	35K
AMERICAN EXPRESS COMPANY (RIGHTS OFFERING)	15K
AMPAL-AMERICAN ISRAEL CORPORATION	56K
ANYOX METALS LIMITED	73K
ATLAS NIMROD 81 OIL AND GS PARTNERSHIP	24K
BANK OF MONTREAL	73K
BANK OF NOVA SCOTIA, THE (RIGHTS OFFERING)	51K
BAY TERRACE PARTNERSHIP	68K
BEAVER ENERGY RESOURCES INC.	44K
BELL CANADA (RIGHTS OFFERING)	15K
BRAESWOOD EXPLORATIONS LIMITED	68K
BRITISH COLUMBIA TELEPHONE COMPANY	85K
CALIFORNIA CLUB MALL LIMITED PARTNERSHIP	44K
CAMRECO INC. (FORMERLY WINDFALL OILS AND MINES LIMITED)	36K
CANADA CEMENT LAFARGE LTD.	69K
CANADA TRUST COMPANY INVESTMENT FUND (THE EQUITY PART)	27K
CANADA-ISRAEL DEVELOPMENT LTD. (RIGHTS OFFERING)	40K
CANADIAN IMPERIAL BANK OF COMMERCE	15K
CANADIAN LONESTAR RESOURCES CORPORATION	1K
CANADIAN TRUSTEED INCOME FUND	49K
CANADIAN UTILITIES LIMITED	39K
CAPITAL GROWTH FUND LIMITED	49K
CARLSON MINES LIMITED	34K
CCB MORTGAGE INVESTMENT CORPORATION (RIGHTS OFFERING)	64K
CHAUVCO RESOURCES LTD.	34K
CLEYO RESOURCES INC.	31K
CO-OPERATIVE TRUST COMPANY OF CANADA GROWTH FUND	15K
CO-OPERATIVE TRUST COMPANY OF CANADA INCOME FUND	15K
COLLECTIVE MUTUAL FUND LIMITED	10K
COMTERM INC.	1K
CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED	68K
COSEKA 81-82 OIL AND GAS PARTNERSHIP	39K
COUP FILMS LTD.	82K
CUNDILL VALUE FUND LIMITED	106K
DEACON-HODGSON INVESTMENT ACCOUNT	1K
DEER RIDGE VILLAGE LIMITED PARTNERSHIP	56K
DIAMOND RIDGE	62K
DIEPDAUME MINES LIMITED	82K
DIXIE OIL & GAS CORPORATION	1K

DOMINION TEXTILE INC.	64K
DOMTAR INC. (RIGHTS OFFERING)	19K
DYNAMIC AMERICAN FUND	7K
DYNAMIC FUND OF CANADA LTD.	7K
DYNAMIC INCOME FUND	7K
EDOMAR RESOURCES INC.	10K
ELKS STORES LIMITED (RIGHTS OFFERING)	12K
EMERALD PLACE I	82K
ENERMET RESOURCES LIMITED	10K
ENS BIG LOGICALS INC.	85K
FINNING TRACTOR & EQUIPMENT COMPANY LIMITED	106K
GANDALF TECHNOLOGIES INC.	85K
GENENERGY RESOURCES LTD.	7K
GENSTAR CORPORATION (RIGHTS OFFERING)	19K
GEOVEX PETROLEUM CORP. (FORMERLY TEXCAN ENERGY & RESOURCES INC.)	73K
GOLD FUND LIMITED	18K
GOLDLUND MINES LIMITED (RIGHTS OFFERING)	32K
GOODYEAR TIRE & RUBBER COMPANY	64K
GOWEST GOLD RESOURCES LTD.	41K
GUARDIAN GROWTH FUND LIMITED	11K
HIRAM WALKER RESOURCES LTD.	34K
HIRAM WALKER RESOURCES LTD.	49K
HUMONGUS PRODUCTIONS LIMITED	68K
IDA POINT MINERALS LIMITED	15K
INDUSTRIAL AMERICAN FUND	62K
INDUSTRIAL GROWTH FUND	62K
INDUSTRIAL INCOME FUND	62K
INDUSTRIAL PENSION FUND	63K
JAMEX RESOURCES LIMITED	8K
JONES HEWARD FUND LIMITED	59K
KEEZIC RESOURCES LIMITED	39K
KING STREET ESTATES PHASE I LIMITED PARTNERSHIP	86K
LAKE SAVARD RESOURCES LTD.	24K
MANNVILLE OIL & GAS LTD.	8K
MEADOWBROOK APARTMENTS	49K
MICC INVESTMENTS LIMITED (RIGHTS OFFERING)	50K
MISSION RIVER PETROLEUM LTD.	39K
MUTEC EQUITIES LTD.	31K
NABU MANUFACTURING CORPORATION	63K
NATIONAL RESOURCE EXPLORATIONS LTD	86K
NEWFOUNDLAND LIGHT & POWER CO. LIMITED	50K
NORMAN MINES LIMITED	35K
OPTIONS CLEARING CORPORATION, THE	63K
ORRWEELL ENERGY CORPORATION LTD.	56K
OTTER DORCHESTER INSURANCE COMPANY LIMITED	18K
PALM SPRINGS SQUARE LIMITED PARTNERSHIP	86K
PARAGON I	74K
PARAGON II	82K
PARK LANE, THE	18K
PETROLEUM ROYALTIES LIMITED	11K
PETROMONT EXPLORATION PROGRAM NO.4	59K
PETROMONT OIL & GAS LTD.	59K
PLANNED RESOURCES FUND LTD.	18K

PRINCIPAL VENTURE FUND LTD.	18K
PROVIGO INC.	2K
PUBLIC SERVICE ELECTRIC AND GAS COMPANY (RIGHTS OFFERING)	24K
PUISSANCE RESOURCES LIMITED	35K
RALEIGH MINERALS LIMITED	2K
RANCHMEN'S RESOURCES (1976) LTD.	8K
REAL PROPERTY TRUST OF CANADA LIMITED	11K
REALM RESOURCES	2K
RED PINE CAMP INC.	31K
RED ROCKET EXPLORATIONS INC.	2K
RICKABY MINES LIMITED	86K
SAGEBRUSH RESOURCES LTD.	8K
SAND HURST	86K
SANRETA OIL & GAS RESOURCES LTD.	3K
SHELTER HYDROCARBONS 81-II	75K
SHELTER HYDROCARBONS 81-1	106K
SHELTER HYDROCARBONS LIMITED	75K
SILVER CENTURY EXPLORATIONS LTD.	60K
SILVER CHIEF MINERALS LTD. (RIGHTS OFFERING)	40K
SILVER LAKE RESOURCES	35K
STANDARD TRUSTCO LIMITED (RIGHTS OFFERING)	50K
STANLEY REEF RESOURCES LTD.	3K
SYDNEY ADVANCED TECHNOLOGY LIMITED PARTNERSHIP	76K
SYDNEY DEVELOPMENT CORPORATION (RIGHTS OFFERING)	9K
TANGELWOOD PETROLEUM CORPORATION	40K
TAURUS FUND LIMITED	18K
TEJAS PETROLEUM RESOURCES LTD	86K
TEMPLETON GROWTH FUND, THE	19K
THE NORTH SHORE	80K
THE ROYAL BANK OF CANADA	74K, 75K
THE TORONTO DOMINION BANK	36K
TORONTO DOMINION MORTGAGE FUND	80K
TRANSALTA UTILITIES CORPORATION	83K
TRANSALTA UTILITIES CORPORATION	106K
TRANSALTA UTILITIES CORPORATION	11K, 12K
TRANSALTA UTILITIES CORPORATION (RIGHTS OFFERING)	19K
TRANSALTA UTILITIES CORPORATION (RIGHTS OFFERING)	16K
TRANSCANADA PIPELINES LIMITED	57K
TRETHEWAY	86K
UNIVERSAL SAVINGS JAPAN FUND	68K
UNIVERSITY SCHOLARSHIPS OF CANADA	40K
ZONE RESOURCES LIMITED	50K

(FORMERLY TEXCAN ENERGY & RESOURCES INC.)		73K
"DRATS"	S. 79 & S. 87	212B
"HUMUNGUS"		68K
"LOVE"	S. 79 & S. 87	294B
"MOTHER LODE"		74K
237644 BRITISH COLUMBIA LIMITED		3I
240083 B C LTD	S. 99	185B
240083 B.C. LTD.		6I
243978 ALBERTA LIMITED	S.124	353B, 73D
243978 ALBERTA LTD	303A, 306A, 70D, 71D	
405417 ONTARIO LIMITED	S. 79	76B
459862 ONTARIO LIMITED		9I
489060 ONTARIO LTD.	S.124	353B, 73D
497150 ONTARIO LIMITED	S.99	340B
498060 ONTARIO LTD	303A, 70D, 71D	
91498 CANADA LIMITED	S. 73	195B
ABEFORD RESOURCES CORPORATION	S.99	178B
ABERFORD RESOURCES CORPORATION		11I
ABERFORD RESOURCES LTD	S. 73	14B
ABERFORD RESOURCES LTD	S. 99	14B
ABERFORD RESOURCES LTD.		11I
ABERFORD RESOURCES LTD.	S.99	178B
ABITIBI-PRICE INC.	F. 35	15I
ACCELERATION CORPORATION		64K
ACRES INCORPORATED	S. 73	192B
ACTION TRADERS INC.	S. 79	4B
ADANAC MINING AND EXPLORATION LTD.	S.79	227B
AERO ENERGY LIMITED		56K
AGF MONEY MARKET FUND		62K
AGNEW, ARNOLD HARVEY	S.124	5B
AGNEW, ARNOLD HARVEY	S.124	131B
AKHTAR, MRS. HEIDI		58A
ALBANY COURT APARTMENTS INC. S.79		275B
ALBERTA ENERGY COMPANY LIMITED		6C
ALLEGHENY INTERNATIONAL INC. S.99		269B
ALLISON, ALBERT		28A
ALLISON, ALBERT		314A
ALPHATEXT LIMITED		1I
ALSUB CORPORATION S.99		269B
AMERACRUDE INTERNATIONAL INC.		82K
AMERICAN ELECTRIC POWER COMPANY INC.		35K
AMERICAN EXPRESS COMPANY		15K
AMES, A. E. & CO. LIMITED	S.26	108B
AMPAL-AMERICAN ISRAEL CORPORATION		56K
AMPAL-AMERICAN ISRAEL CORPORATION	S.73	161B
ANSIL MINES LIMITED		29D
ANYOX METALS LIMITED		73K
APPEL, GERALD		17C
AQUITAINE COMPANY OF CANADA LTD.		6I
AQUITAINE COMPANY OF CANADA LTD.		41A
AQUITAINE COMPANY OF CANADA LTD.		140B
AQUITAINE COMPANY OF CANADA LTD.	S. 99	288B, 290B
AQUITAINE PROPERTIES LTD.		18K

ARCTURUS SMALL BUSINESS DEVELOPMENT LIMITED	S. 73	277B, 482C
ARCTURUS SMALL BUSINESS DEVELOPMENT LIMITED	S. 99	56B
ARMEX LIMITED		59K
ARMSTRONG, G.J.		11C
ARNOTT, CRAIG		39K
ASAMERA INC.		5I
ASH, HARRISON OLIVER, JR.	S.140	160B
ASHLU EXPLORATION LTD.		28K
ASTRAL BELLEVUE PATHE INC.		21K
ATLAS NIMROD 81 OIL AND GAS PARTNERSHIP		24K
ATLAS YELLOWKNIFE RESOURCES LIMITED		24K
ATLAS, GEORGE	S.140,S. 73	19B
ATLAS, SAMUEL	S.140,S. 73	19B
ATTENBOROUGH, BRUCE	S.140,S. 73	58B
AWDE, CHARLES GORDON		56K
AWIESER, MORDECAI MARKUS	S.73	161B
B B & E CORPORATION		86K
B C SUGAR REFINERY LIMITED	S.99	181B
B E ACQUISITIONS INC.	S.99	182B
B R K ASSOCIATED, LTD.		86K
B.E. ACQUISITIONS INC.		11I
BACHE HALSEY STUART CANADA INC.	S. 73	44B
BACHE HALSEY STUART CANADA LTD.		40A
BACHE HALSEY STUART CANADA LTD.	493C,	328B, 326B
BACHE HALSEY STUART CANADA LTD.	S. 73	125B
BACHE, HALSEY, STUART, CANADA LTD.		34A, 35A
BALL, ROBERT J.		86K
BALMER, F. R.	S.124	353B
BALMER, F.R.		303A, 71D
BANK OF MONTREAL		73K
BANK OF MONTREAL		81K
BANK OF MONTREAL	S.117	38B
BANK OF MONTREAL	S.73	113B
BANK OF NOVA SCOTIA, THE		31K
BANK OF NOVA SCOTIA, THE	S.117	283B
BARNET BANKS OF FLORIDA INC.		10I
BARNETT BANKS OF FLORIDA INC.	S. 99	205B
BARRTOR AMERICAN FUND		81K
BARRTOR AMERICAN FUND	S. 73	278B
BARTNICK, LOUIS		28A
BAXTER CANNING CO. LTD.		84B
BAY TERRACE PARTNERSHIP		68K
BEAVER ENERGY RESOURCES INC.		44K
BELL CANADA		15K
BETHALTA RESOURCES LTD.	S.117	10B
BETHLEHEM COPPER CORPORATION	S.117	10B
BINGO KING COMPANY INC.	S. 73	207B
BIROCO KIRKLAND MINES LIMITED		27D
BIROCO KIRKLAND MINES LIMITED	S.123 & S.124	67D
BLUFFY LAKE IRON MINES LIMITED	S.82	329B
BM-RT REALTY INVESTMENTS	S.87	111B, 113B
BMRI REALTY INVESTMENTS	S. 82	346B
BOBRON FILM PRODUCTIONS INC.	S.79 & S.87	238B
BOCHAWANA COPPER MINES LIMITED	S.123	23D
BOCHAWNA COPPER MINES LIMITED	S. 79	65B
BONHOMME, J.C.		50K
BOREALIS EXPLORATION LIMITED		68D

BOREALIS EXPLORATION LIMITED	S.123	69D
BORTNICK, LOUIS		314A
BRAESWOOD EXPLORATIONS LIMITED		68K
BRAMALEA LIMITED	F. 35	2I
BRASCADE RESOURCES INC.		5I
BRASCADE RESOURCES INC.		22A
BRASCADE RESOURCES INC.		91B
BRASCADE RESOURCES INC.	S.99, S.140	116B, 121B
BRASCAN LIMITED	S. 73	22A
BRIMACOMBE, RONALD A.		7K
BRINCO MINING LIMITED S.82		266B
BRITISH COLUMBIA FOREST PRODUCTS LIMITED		6C
BRITISH COLUMBIA RESOURCES INVESTMENT CORPORATION		9C
BRITISH COLUMBIA TELEPHONE COMPANY		85K
BROWN, DONALD J.M.	S. 73	53B
BRUNSWICK PULP & PAPER COMPANY		8C
BUCHANAN, DONALD J.		171A, 54D
BUCYRUS ERIE COMPANY	S.99	182B
BURNS FOODS LIMITED S.99		256B
BURNS FRY INVESTMENT MANAGEMENT LIMITED	S.114	132B
BURNS FRY LIMITED	S. 79	76B
BURNS, H. MICHAEL		303A, 71D
BURNS, H. MICHAEL	S.124	353B
C.G.I & THIRD VENTURE CAPITAL LIMITED	S. 34	203B
CADESKY, FRANK		68K
CADESKY, FRANK		73K
CADILLAC FAIRVIEW CORPORATION LIMITED	S.73	309B
CADRE CORPORATION		39K
CADRE CORPORATION		73K
CADRE CORPORATIONAN		68K
CAIRN PETROLEUMS LTD.		4I
CAISSE DE DEPOT ET PLACEMENT		22A
CALIFORNIA CLUB MALL LIMITED PARTNERSHIP		44K
CAMERON R.	S. 99	56B
CAMERON, H.	S. 99	56B
CAMISSO, ANTHONY		3K
CAMPEAU CORPORATION		58C
CAMRECO INC. (FORMERLY WINDFALL OILS AND MINES LIMITED)		36K
CAN-CON ENTERPRISES & EXPLORATIONS LIMITED (NOW AUBET RESOURCES INC.)	S.123	31D
CANADA CEMENT LAFARGE LIMITED		92B
CANADA CEMENT LAFARGE LTD.		69K
CANADA CEMENT LAFARGE LTD.	S. 99	220B
CANADA DEVELOPMENT CORPORATION		140B
CANADA PERMANENT MORTGAGE CORPORATION	S.87	246B
CANADA PERMANENT MORTGAGE CORPORATION		44A
CANADA PERMANENT MORTGAGE CORP.	S. 99	62A, 185B
CANADA PERMANENT MORTGAGE CORPORATION		48A
CANADA PERMANENT MORTGAGE CORPORATION		85B
CANADA PERMANENT MORTGAGE CORPORATION	S. 99	1I,27B
CANADA PERMANENT MORTGAGE CORPORATION	S. 99	19A,37B,46B
CANADA PERMANENT TRUST COMPANY	S. 99	28B

CANADA TRUST COMPANY INVESTMENT FUND (THE INCOME PART)		27K
CANADA TRUST COMPANY INVESTMENT FUND (THE EQUITY PART)		27K
CANADA TRUST COMPANY, THE INVESTMENT FUND, INCOME AND EQUITY PARTS	S.79	152B
CANADA-ISRAEL DEVELOPMENT LTD.		40K
CANADIAN CONCORD FUNDING LIMITED		1A
CANADIAN DEPOSITORY FOR SECURITIES LIMITED		319C
CANADIAN DEPOSITORY FOR SECURITIES LIMITED, THE	S. 99	29B
CANADIAN DEPOSITORY FOR SECURITIES LIMITED		66A
CANADIAN DEPOSITORY FOR SECURITIES LTD., THE		54A
CANADIAN FOOD PRODUCTS LIMITED	S.123	4D
CANADIAN GAS AND ENERGY FUND LIMITED	S. 34(1)4	304B
CANADIAN GENERAL INVESTMENTS LIMITED	S. 34	203B
CANADIAN GENERAL INVESTMENTS LIMITED (FORM 35)		1I
CANADIAN IMPERIAL BANK OF COMMERCE		15K
CANADIAN IMPERIAL BANK OF COMMERCE S.117		268B
CANADIAN KEELY MINES LIMITED	S.123	22D
CANADIAN MEDICAL ASSOCIATION INVESTMENT FUND		315B
CANADIAN MEDICAL ASSOCIATION		315B
CANADIAN OIL & GAS FUND LTD.		8K
CANADIAN ONE STAR RESOURCES CORPORATION		1K
CANADIAN PACIFIC ENTERPRISES LIMITED	S.117	10B
CANADIAN PACIFIC LIMITED	S.117	10B
CANADIAN TRUSTEED INCOME FUND		49K
CANADIAN UTILITIES LIMITED		39K
CANDEL OIL LIMITED		1I
CANFUND MILLSTREAM PARTNERSHIP	S.82	227B
CAPITAL DYNAMICS LIMITED		68D
CAPITAL EXPLORATION LIMITED	S.123	69D
CAPITAL GROWTH FUND LIMITED		49K
CARA HOLDINGS LIMITED	S.73	115B
CARA OPERATIONS LIMITED	S.73	115B
CARD LAKE COPPER MINES LIMITED	S.123	31D
CARD LAKE COPPER MINES LIMITED S.123		32D
CARDAY URANIUM MINES INC.	S.79	335B
CARLSON MINES LIMITED		34K
CARONESS FILM PRODUCTIONS INC.	S.79 & S.87	235B, 238B
CARTER-BARON DRILLING LTD. S.73		263B
CARTER-BARON DRILLING NO.2 S.73		263B
CARTER-BARON DRILLING SERVICES PARTNERSHIP S.73		263B
CARTIER RESOURCES INC.		7I
CASSELS, BLAIKIE & COMPANY LIMITED	S. 73	278B
CAVERN INTERNATIONAL INDUSTRIES LTD.	S. 73	298B
CCB MORTGAGE INVESTMENT CORPORATION		64K
CCL INDUSTRIES INC.	S.73	196B
CCL INVESTMENTS INC.	S. 99	220B
CDC PETROLEUM INC.		6I
CDC PETROLEUM INC.		41A
CDC PETROLEUM INC.		140B
CDC PETROLEUM INC.	S. 99	290B
CGTX INC		87B

CHARTER OIL COMPANY LIMITED	S.79	137B
CHAUVCO RESOURCES LTD.		34K
CHERNOFF, D.M.	S.123	21D
CHERNOFF, M.N.	S.123	21D
CHRISTODOULOU, JOHN	S.73	196B
CHRISTOPHER, NORMAN		50K
CITY INVESTING COMPANY	S.99	229B
CLARK'S FINANCIAL SERVICES LTD.		463C
CLARK, FREDERICK		463C
CLEMENT, CLEO		31K
CLEYO RESOURCES INC.		31K
CME RESOURCES INC. S.73		272B
CN INVESTMENT DIVISION	S. 34(1)4	18B
CO-OPERATIVE TRUST COMPANY OF CANADA INCOME FUND		15K
CO-OPERATIVE TRUST COMPANY OF CANADA GROWTH FUND		15K
COAST PACIFIC (B.C.) 1981 DRILLING PROGRAM	S. 73	53B
COCKFIELD BROWN INC.	303A, 306A, 70D, 71D	
COCKFIELD BROWN INC.	S.124	353B, 73D
COHEN, RONALD I.	S.79 & S.87	235B, 238B
COLLECTIVE MUTUAL FUND LIMITED		10K
COLLINGTON, RAYMOND W.		303A, 71D
COLLINGTON, RAYMOND W.	S.124	353B
COMBINED TECHNOLOGIES CORPORATION plc	S. 73	50B
COMINCO LTD.	S.117	10B
COMPASS FILM SALES LIMITED	S. 79 & S. 87	295B
COMTERM INC.		1K
CONOCO INC.	4I	97B
CONOCO INC.	S 99	149B
CONOCO INC.	S. 99	7B
CONOCO INC.	S. 99	62B
CONOCO INC.	S.99	133B
CONSOLIDATED DAERING ENTERPRISES & MINING INC	S.140,S. 73	19B
CONSOLIDATED GOLDSEC EXPLORATIONS LIMITED		68K
CONTINENTAL AIR LINES INC.	S. 73 & S. 87	225A
COOPER, ROBERT	S.79 & S.87	235B, 238B
COPP CLARKE LIMITED S.79		267B
COPPER GIANT MINING CORPORATION	S.73	164B
COSEKA 81-82 OIL AND GAS PARTNERSHIP		39K
COSEKA RESOURCES LIMITED		39K
COUNSEL TRUST COMPANY	S. 79	209B
COUP FILMS LIMITED	S. 79 & S. 87	294B
COUP FILMS LTD.		82K
COURTNEY GROWTH FUND INC.	S. 73	195B
CRUMP, BETTY I.	S.140,S. 73	58B
CSR LIMITED	S.99	234B
CUMMING, PETER A.	S. 73	53B
CUNNINGHAM, L.J. & ASSOCIATES LIMITED	S.140,S. 73	58B
CURRIE ROSE RESOURCES INC.		68D
CURRIE ROSE RESOURCES INC.	S.123	72D
CYPRUS ANVIL MINING CORPORATION		3I
DALLAS PETROLEUM RESOURCES INC.		21K
DANIEL DIVERSIFIED LIMITED	S.123	30D
DANIEL DIVERSIFIED LIMITED	S.123	31D

DANUKE, BARBARA A.		31C
DARKHAWK DEVELOPMENT CORPORATION LTD.		6I
DART & KRAFT INC.		2C
DATALINE INC.	S.99	335B
DAVID LEVIN		319B
DAYTON PORCUPINE MINES LIMITED	S.123	30D
DAYTON PROCUPINE MINES LIMITED	S.123	31D
DEACON-HODGSON INVESTMENT ACCOUNT		1K
DEER RIDGE VILLAGE LIMITED PARTNERSHIP		56K
DELHI INTERNATIONAL OIL CORP.	S.99	234B
DENISON MINES LIMITD	S. 79	34B
DENNETT, IAN		1K
DIAMOND RIDGE		62K
DIEPDAUME MINES LIMITED		82K
DISTRICT TRUST COMPANY	S. 73	277B, 482C
DISTRICT TRUST COMPANY	S. 99	56B
DIXIE OIL & GAS CORPORATION		1K
DOFASCO EMPLOYEES SAVINGS AND PROFIT SHARING FUND	S.99, S.124	
DOFASCO SUPPLEMENTARY RETIREMENT INCOME PLAN	S. 34	203B
DOFASCO SUPPLEMENTARY RETIREMENT INCOME PLAN	S.99, S.124	337B, 339B
DOME CANADA LIMITED	S.73	312B
DOME CANADA LIMITED	S.79	159B
DOME ENERGY LIMITED		44C
DOME ENERGY LIMITED	S 99	149B
DOME ENERGY LIMITED	S.99	311B
DOME PETROLEUM LIMITED		45C
DOME PETROLEUM LIMITED	S. 99	62B
DOME PETROLEUM LIMITED	S.99	133B
DOMINION CITRUS & DRUGS LIMITED		95B
DOMINION CITRUS & DRUGS LTD.		13I
DOMINION DAIRIES LIMITED		1C
DOMINION DAIRIES LIMITED	S.82	228B
DOMINION STORES LIMITED		4I
DOMINION TEXTILE INC.		64K
DOMLIN INC.	S. 82	281B
DOMTAR INC.		19K
DONALDSON, ESTATE OF EVAN T.		10K
DOSCO OVERSEAS ENGINEERING LIMITED		87B
DRAEMER, GERHARD		411C
DRATSCO INC.	S. 79 & S. 87	212B
DRUG TRADING COMPANY LIMITED	S. 73	190B
DRUMMOND MCCALL INC.		12I
DRUMMOND MCCALL INC.	S.123	222B
DUGUID, DONALD ANDREW		56K
DUSTBANE ENTERPRISES LIMITED	S. 82	280B
DYNAMAR ENERGY LIMITED		4I
DYNAMAR ENERGY LIMITED	S.123	23D
DYNAMIC AMERICAN FUND		7K
DYNAMIC FUND OF CANADA LTD.		7K
DYNAMIC INCOME FUND		7K
E.A. DEVELOPMENT INC.	S. 99	40B
EASTAL EXPLORATION LTD.		59K

ECKLER, HARRY		28A
ECKLER, HARRY		314A
EDOMAR RESOURCES INC.		10K
ELDERWOOD INVESTMENTS AND CONSULTANTS LTD	S.140,S. 73	19B
ELENKO, E.R.		8K
ELF AQUITAINE, SOCIETE NATIONALE		140B
ELF AQUITAINE, SOCIETE NATIONALE	S. 99	40B
ELKS STORES LIMITED		12K
EMERALD PLACE I		82K
ENERMET RESOURCES LIMITED		10K
ENS BIO LOGICALS INC.		85K
EPLETT NATURAL RESOURCES LIMITED		35K
EUROPEAN & PACIFIC INVESTMENT TRUST	S. 73	1B
EXTENDICARE LTD		303A, 71D
EXTENDICARE LTD.	S.117	284B
EXTENDICARE LTD.	S.124	353B
FAMILY TREE INVESTMENTS LIMITED	S. 79	78B
FARRELL, JULIE-LUCE B.		25A
FAST COMPANY	S.79	197B
FINAL ASSIGNMENT	S 79 & S 87	144B
FIRST CITY FINANCIAL CORPORATION LTD		44A
FIRST CITY FINANCIAL CORPORATION LTD	S. 99	27B
FIRST CITY FINANCIAL CORPORATION LTD.		6I
FIRST CITY FINANCIAL CORPORATION LTD.		62A
FIRST CITY FINANCIAL CORPORATION LTD.		85B
FIRST CITY FINANCIAL CORPORATION LTD.	S. 99	37B
FIRST CITY PROPERTIES INC. (FORMERLY STATE MUTUAL INVESTORS INC.)	S.123	31D
FIRST CITY PROPERTIES INC. S.123 (FORMERLY STATE MUTUAL INVESTORS INC.)		32D
FIRST MARINE BANKS INC.		10I
FIRST MARINE BANKS INC.	S. 99	205B
FIRST REGIONAL DEVELOPMENTS LIMITED		1A
FISCHBUCH, NORMAN R.		27K
FLAMINGO OILS LIMITED	S.123	4D
FLAMINGO OILS LIMITED	S.123	22D
FOOD SERVICES LIMITED S.99		256B
FOODCORP LIMITED	S.73	115B
FORD MOTOR COMPANY LIMITED	S.117	285B
FORLONG GROUP		10K
FORLONG, DOROTHY		10K
FRANCIS, JOHN DRUMMOND		303A, 71D
FRANCIS, JOHN DRUMMOND	S.124	353B
FRIEDBERG MERCANTILE GROUP	S.38 C.F.A.	184B
FRIEDBERG, A D INC	S. 38 C.F.A.	
FRIEDCO SECURITIES LIMITED	S. 38 C.F.A.	
FIRST CITY FINANCIAL CORPORATION LTD	S. 99	185B
G & B AUTOMATED EQUIPMENT LIMITED	S.77	122B
G & B AUTOMATED EQUIPMENT LTD.	S.73	230B
G D V INC.	S.99	229B
GADORE MINES LIMITED	S.123	72D
GANE 1981-82 PROGRAM		27K
GANE PETROLEUM CORPORATION LTD.		27K
GATEFORD MINES LIMITED	S.123	22D
GAUNT FILMS LIMITED	S.79	197B

GENENERGY RESOURCES LTD.		7K
GENERAL LEASEHOLDS (SUDBURY) LIMITED	S. 79	24B
GENERAL PORTLAND INC.	S. 99	220B
GENSTAR CORPORATION		19K
GENSTAR CORPORATION		44A
GENSTAR CORPORATION		48A
GENSTAR CORPORATION		85B
GENSTAR CORPORATION		62A, 185B
GENSTAR CORPORATION	S. 99	1I,27B
GENSTAR CORPORATION	S. 99	19A,37B,46B
GEOLEX RESOURCES LIMITED	S. 99	188B
GEOVEX PETROLEUM CORP.		
GERIN INVESTMENTS LIMITED		2C
GERMAN HOUSE TRORONTO INC.	S.123	4D
GIFFITHS, ANTHONY F.	S.73	196B
GILMOUR GOLD EXPLORATIONS LIMITED	S. 69	1D
GLANVILLE, ROSS OWEN		463C
GOLDFUND LTD.		18K
GOLDLUND MINES LIMITED		31K
GOLDMAN, BARUH	S.140,S. 73	19B
GOLDSTEIN, HYMAN	S.140,S. 73	19B
GOODYEAR TIRE & RUBBER COMPANY, THE		64K
GORDON, BRUCE A.		15K
GOWEST GOLD RESOURCES LTD.		41K
GREAT EASTERN FINANCIAL MANAGEMENT OF CANADA LIMITED		13I
GREAT LAKES POWER CORPORATION	S. 82	280B
GREAT PACIFIC INDUSTRIES INC.		2I
GREAT WEST STEEL INDUSTRIES LIMITED	S. 79	30B
GROUND, JOHN D. Q.C.		79A
GUARDIAN GROWTH FUND LIMITED		11K
GULCH RESOURCES LTD.		319B
GVT FOODS LIMITED S.82		271B
HARDSTAFF, WILLIAM J.		7K
HARLEQUIN ENTERPRISES LIMITED		2C
HARLEQUIN ENTERPRISES LIMITED	S.82	334B
HARRIS STEEL GROUP INC.	F. 35	15I
HARRISON, MICHAEL ST. BARBE	S. 79 & S. 87	213B
HARROP CHRISTOPHER J.F.		24K
HAWKER SIDDELEY GROUP LIMITED		87B
HAWKER SIDDELEY HOLDINGS LTD.		87B
HCI HOLDINGS	S.34(1)4	336B
HCI HOLDINGS LIMITED	S.34	204B
HEIDI L. AKHTAR, MRS.		313A
HEMISPHERE PRODUCTIONS S.A.	S. 79 & S. 87	295B
HERTZOG, LAWRENCE T.		144B
HILLSDON INVESTMENTS LIMITED		44K
HILLSDON, GERALD, JOHN & NEVILLE		44K
HILLTOP MINERALS LIMITED	S. 99	188B
HIRAM WALKER RESOURCES LTD		49K
HIRAM WALKER RESOURCES LTD.		34K
HIRSH, MICHAEL	S. 79 & S. 87	212B
HIRSHORN, JOSEPH H.	S.140,S. 73	58B
HOFFMAN, DAVID		68K
HOFMANN, HELMUT	S.99	340B
HOGENKAMP, JAN (JOHN)		59A

HOGENKAMP, JAN (JOHN)		472C
HOLLINGER ARGUS LIMITED		4I
HOME HARDWARE STORES LIMITED	S.73	167B
HONEYWELL INC.		103B
HOUSSER & CO. LIMITED	S. 24 CFA	52B
HOUSTON, ROBERT	S.140,S. 73	19B
HUDSON'S BAY COMPANY		13I
HUDSON'S BAY OIL AND GAS COMPANY LIMITED	S 99	149B
HUDSON'S BAY OIL AND GAS COMPANY LTD.		44C
HUDSON'S BAY, OIL & GAS COMPANY LIMITED	S.99	311B
HUMBERSIDE APARTMENTS LIMITED	S. 79	78B
HUMBERSIDE APARTMENTS SOUTH	S. 79	78B
HUMONGUS PRODUCTIONS LTD.		68K
HUNTER DOUGLAS CANADA LIMITED	S. 82	129B
HUNTER, PETER WILLIAM		303A, 71D
HUNTER, PETER WILLIAM	S.124	353B
HUSKY INJECTION MOLDING SYSTEM LTD.		101B
I U INTERNATIONAL	S.124	131B
I.U. INTERNATIONAL	S.124	5B
IDA POINT MINERALS LIMITED		15K
IDEAL ENERGY COMPANY INC (UTAH)	S.123	1D
IDEAL ENERGY COMPANY INC. (UTAH)		26D
IMASCO CAPITAL MANAGEMENT INC. S.99		259B
IMASCO LIMITED S.34(1)4		265B
IMASCO LIMITED S.82		271B
IMPERIAL FINANCIAL SERVICES LTD.		62K
IMPERIAL FINANCIAL SERVICES LTD.		82K
IMPERIAL FINANCIAL SERVICES LTD.		87K
INCUBUS		68D
INCUBUS	S.123	69D
INCUBUS PRODUCTIONS INC.		68D
INCUBUS PRODUCTIONS INC.	S.123	69D
INCUBUSLORMAC EXPLORATIONS LIMITED	S.79	330B
INDUSTRIAL AMERICAN FUND		62K
INDUSTRIAL GROWTH FUND		62K
INDUSTRIAL INCOME FUND		62K
INDUSTRIAL PENSION FUND		63K
INTERNATIONAL CHEMALLOY	S. 79	52B
INTERNATIONAL CHEMALLOY CORPORATION	S. 79	287B
INTERNATIONAL CHEMALLOY CORPORATION	S.79	138B
INTERNATIONAL MINE SERVICES LIMITED	S.140,S. 73	59B
INTERNATIONAL SCHOLARSHIP FOUNDATION		142B
INTERPROVINCIAL PIPE LINE LIMITED	S. 79	32B
INVESTMENT DEALERS' ASSOCIATION OF CANADA	S. 99	29B
INVESTORS GROUP, THE		143B
INVESTORS SYNDICATE LIMITED		143B
INVESTORS SYNDICATE LIMITED	S. 73	127B
INVESTORS SYNDICATE LIMITED	S.73	124B
J. & W. SELIGMAN LIMITED	S. 73	278B
JAMESTOWN RESOURCES INC.		9I
JAMESTOWN RESOURCES INC.	S. 73	358B
JAMEX RESOURCES LIMITED		8K
JARIDGE EXPLORATIONS INC.	S. 99	188B
JENNER, JAMES L.C.		68K
JENSEN, EDWIN M.		27K

JES DEVELOPMENTS INC.	S. 99	7B
JES HOLDINGS INC.	S. 99	62B
JES HOLDINSG INC.	S.99	133B
JIM PATTISON INDUSTRIES LTD.		2I
JOHN LABATT LIMITED		1C
JOHN LABATT LIMITED		2I
JONES HEWARD FUND LIMITED		59K
KALMAN, THOMAS P.	S.73	230B
KAMLO GOLD MINES LIMITED	S.79	332B
KANAMERA OIL & GAS PROGRAM	S. 73	55B
KARI RESOURCE EXPLORATIONS LIMITED	S.123	4D
KASHER, SHARON	S.104,S. 73	59B
KATES, NORMAN		28A
KATES, NORMAN		314A
KAY, STEPHEN	S.140,S. 73	58B
KEEZIC RESOURCES LIMITED		39K
KELLY, JOHN B.		63K
KENARTHA OIL & GAS LTD.		83B
KENARTHA OIL AND GAS COMPANY LIMITED	S.123	22D
KENNY, E.P.	S.123	21D
KERNAGHAN, EDWARD JAMES	S. 79 & S. 87	213B
KING STREET ESTATES PHASE I LIMITED PARTNERSHIP		86K
KINGSBRIDGE APARTMENTS LIMITED		157B
KINGSBURGH, MURRAY	S.99	340B
KINGWEST SECURITIES LTD		465C
KIPLINVEST CORPORATION	S. 79	78B
KLYMAN, MILTON		2K
KONTIKI LEAD & ZINC MINES LIMITED	S. 79	65B
KONTIKI LEAD & ZINC MINES LIMITED	S.123	23D
KRAEMER ENTERPRISES INC.		411C
KRAEMER ENTERPRISES INC.		472C
KRAEMER, G. ENTERPRISES INC.		59A
KRAEMER, GERHARD		59A
KRAEMER, GERHARD		472C
KRAFT, INC.		139B
KRISTOF, DR. FRANCIS E.	S.73	230B
KUZYK, JOSEPH STEPHEN	S. 24 C.F.A.	345B
LA-CHIB MINES LIMITED		27D
LA-CHIB MINES LIMITED	S.123	24D
LAIDLAW TRANSPORTATION LIMITED F/35		10I
LAKE SAVARD RESOURCES LTD.		24K
LEE, JACK C.		27K
LEEBURN SECURITIES LIMITED	S. 24(C.FA)	25B
LEISURE WORLD NURSING HOMES LIMITED	S.140	307B
LIBERTY PETROLEUMS INC.		9I
LINK HARDWARE STORES LTD.	S.73	167B
LION DIVERSIFIED INVESTMENTS LIMITED		309B
LIVERGANT, HAROLD L.		303A, 71D
LIVERGANT, HAROLD L.	S.124	353B
LOEWENSTINE, HAROLD, JR.	S.140	160B
LONE PINE RESOURCE EXPLORATIONS LIMITED	S.123	4D
LONG LAC MINERAL EXPLORATION LIMITED	S.73	164B
LONG LAC MINERALS LIMITED	S.73	164B
LONMED HOLDINGS LIMITED	S. 73	277B, 482C
LONMED HOLDINGS LIMITED	S. 99	56B

LOUBERT, PATRICK LESLIE	S. 79 & S. 87	212B
LOUVICOURT GOLDFIELD CORPORATION	S.123	3D
LOVE		82K
LOWE, EUGENE GREGORY		290A
LUMAX OIL & GAS INC.	S. 79	42B
LYNX CANADA EXPLORATIONS LIMITED		15K
MACDONALD, JAMES M.		31C
MACDONALD, N. DOUGLAS		303A, 71D
MACDONALD, N. DOUGLAS	S.124	353B
MacLAREN POWER & PAPER COMPANY	S.82	109B
MACMILLAN BLOEDEL		9C
MACPHERSON, A.C. & COMPANY LTD.	S. 99	188B
MACQUARRIE, M.W. LIMITED	S.140,S. 73	58B
MADRIGAL FUNDING	S.73	169
MAGNA INTERNATIONAL	S.99	340B
MAGRILL, GORDON MATHEW		24K
MAIN, HEATHER		290A
MAJOR FOODS LIMITED		16I
MANNVILLE OIL & GAS LTD		8K
MANNVILLE RESOURCES LTD.		8K
MARATHON OIL COMPANY	S.99	306B
MARLINE OIL CORPORATION	S. 73	14B
MARSH, GARY D.	S. 73	53B
MARSHALL STEEL LTD.		12I
MARSHALL STEEL LTD.	S.123	222B
MARWEST DEVELOPMENT CORPORATION		21K
MASSEY-FERGUSON LIMITED	S. 73	66B,68B
MCAVITY, IAN M.P.		19C
MCCANNELL, JAMES D.		87K
MCCONNELL, JAMES D.		1K
McCONNELL, JAMES D.		21K
McDONALD, J.G.		8K
MCGEOUGH, GERALD		171A, 54D
MCKAY, N.		2K
MCKENZIE, GEORGE	S.140,S. 73	19B
MCLAUGHLIN, STUART BRUCE		360C
MCLAUGHLIN, STUART BRUCE		389C
MCMULLIN, JOHN	S.140,S. 73	59B
MCO HOLDINGS INC.		155B
MEAD CORPORATION, THE		8C
MEADOWBROOK APARTMENTS		49K
MEADOWVALE COURT	S. 79	76B
MEDLON SMALL BUSINESS DEVELOPMENT LIMITED	S. 73	277B, 482C
MEDLON SMALL BUSINESS DEVELOPMENT LIMITED	S. 99	56B
MELHUISH, BARBARA	S.140,S. 73	59B
MENZEL Q.C. DAVID G.C.		196A
MERCIER, JOSEPH A.		171A, 54D
MERLAND EXPLORATIONS LIMITED		309A
MERLAND EXPLORATIONS LIMITED		317A
MICC INVESTMENTS LIMITED		50K
MIDDLE AGE CRAZY	S.79 & S.87	235B
MIDPINES EXPLORATIONS INC.	S. 99	188B
MILES, EDGAR STUART		46A
MILES, KEITH I.		59K
MILNER CONSOLIDATED SILVER MINES LTD	S.123	30D
MILNER CONSOLIDATED SILVER MINES LTD.	S.123	31D

MISSION RIVER PETROLEUM		39K
MOBIL CORPORATION		306B
MOBIL CORPORATION	4I	97B
MONARCH WEAR LTD.		27D
MONTREAL TRUST INVESTMENT FUND	S. 79	22B
MONTREAL TRUST MORTGAGE FUND	S. 79	23B
MOORE CORPORATION LIMITED	S.117	347B
MORGAN ENERGY INC.	S. 99	12B
MOSPORT PARK CORPORATION		13I
MOTHER LODE		322B
MOTHER LODE FILMS LTD.		322B
MOTLIK VLADIMIR		411C
MOTLIK, VLADIMIR		59A
MOTLIK, VLADIMIR		472C
MOUNTAINVIEW EXPLORATION INC. (FORMERLY SUPERIOR COPPER MINES LIMITED)	S.123	4D
MSZ RESOURCES LTD.		9I
MSZ RESOURCES LTD. S.99		258B
MUNICIPAL FINANCIAL CORPORATION		6I
MUNICIPAL FINANCIAL CORPORATION S.99		250B
MUNICIPAL MORTGAGE FUND, THE	S.79	334B
MUNICIPAL SAVINGS & LOAN CORPORATION		6I
MUNICIPAL SAVINGS & LOAN CORPORATION S.99		250B
MUNK, JAN J		1A
MUTEC EQUITIES LTD.		31K
MYRON WOLFE		319B
NABISCO BRANDS INC	S. 73	16B
NABISCO INC.	S. 73	16B
NABU MANUFACTURING CORPORATION		63K
NADEAU, L.		1K
NATIONAL BANK OF CANADA		89B
NATIONAL BANK OF CANADA	S.117	2B
NATIONAL BANK OF CANADA	S.140	249B
NATIONAL DRUG LIMITED S.82		251B
NATIONAL PETROLEUM LTD.	S.73	169B
NATIONAL RESOURCE EXPLORATIONS LTD.		86K
NATIONAL RESOURCE EXPLORATIONS LTD.		90B
NATIONAL RESOURCE EXPLORATIONS LTD.	S.140	224B
NATIONAL RESOURCE EXPLORATIONS LTD.	S.140	342B
NELVANA LIMITED	S. 79 & S. 87	212B
NEWFOUNDLAND CAPITAL CORPORATION LIMITED S.73		273B
NEWFOUNDLAND LIGHT & POWER CO. LIMITED		50K
NEWMEX GOLD RESOURCES INC.	S.79	331B
NISKER, SAUL		28A
NISKER, SAUL		314A
NIVEN, R.D.		9K
NORANDA MINES LIMITED		5I
NORANDA MINES LIMITED		91B
NORANDA MINES LIMITED		6C,22A
NORANDA MINES LIMITED	S.99, S.140	116B, 121B
NORCEN ENERGY RESOURCES LIMITED		11I
NORMAN INTERNATIONAL		35K
NORMAN MINES LIMITED		35K
NORTHERN TELECOM LIMITED	S.99 & S.73	243B
NORTHERN TELECOM LIMITED S.99		260B
NORTHERN TELEPHONE LIMITED	S. 79	348B, 517C

NORTHSTAR RESOURCES LTD. 27K
NORTHUMBERLAND MINES LIMITED S. 73 344B, 514C
NORTHWAY-GESTALT CORPORATION S.82 154B
NORTHWEST INDUSTRIES INC. 156B
NOVA SCOTIA SAVINGS & LOAN COMPANY 42A
NUCO GRAPHICS INC. 3K
NUNN, RUSSELL A.L. 171A, 54D
OAKVILLE WOOD SPECIALTIES LIMITED S. 79 18B
OAKWOOD PETROLEUMS LTD. 13I
OAKWOOD PETROLEUMS LTD. S.117 241B
OGILVIE MILLS LTD. 2I
OLD CANADA INVESTMENT CORPORATION LTD. S. 117 254B
OPTIONS CLEARING CORPORATION, THE 63K
ORELOCK EXPLORATIONS LIMITED S.79 253B
ORRWELL ENERGY CORPORATION LTD. 56K
OTTER DORCHESTER INSURANCE CO. LTD S.140 6B
OTTER DORCHESTER INSURANCE COMPANY LIMITED 18K
P.S.C. MANAGEMENT LTD. S.26 257B
PAGE, DONALD H. 79A
PAGEBROOK GULF STREET PARTNERSHIP S.79 176B
PAGEBROOK MANAGEMENT INC. S.79 174B
PAGEBROOK-BLOOR HOLDINGS INC. S.79 173B
PAGEBROOK-BLOOR PATNERSHIP S.79 173B
PALM SPRINGS ASSOCIATES LIMITED 86K
PALM SPRINGS SQUARE LIMITED PARTNERSHIP 86K
PAN ORE GOLD MINES LIMITED 25D
PAN-ORE GOLD MINES LIMITED S.123 23D
PANCONTINENTAL MINING LIMITED 28K
PARAGON EXPLORATIONS LIMITED S.79 333B
PARAGON I 74K
PARAGON II 82K
PARAGON REALTY LTD. 74K
PARAGON REALTY LTD. 82K
PARCORP LIMITED S.99 337B
PARK LANE, THE 18K
PATRICIA SILVER MINES LIMITED 82B
PATSON INVESTMENTS LIMITED S.99 234B
PELED, HILLEL S.73 161B
PELLIZZON, WAYNE JAMES 15A
PELLIZZON, WAYNE JAMES 27A
PELTIER, J.W. 75K
PENCORP SYSTEMS INC. S. 73 218B
PENFUND CAPITAL (NO.1) LIMITED S.34 204B
PENN WEST PETROLEUM LTD. 1I
PENN WEST PETROLEUM LTD. S.123 21D
PENN WEST PETROLEUM LTD. S. 99,S.123 74B,80B
PERLMUTTER, DAVID 82K
PERLMUTTER, DAVID S. 79 & S. 87 294B
PERLMUTTER, RENEE 82K
PERLMUTTER, RENEE S. 79 & S. 87 294B
PERSEPHONE PRODUCTION LIMITED S 79 & S 87 144B
PETERS & CO. LIMITED S. 26 206B
PETRO-CANADA ENTERPRISES INC. S 79 148B
PETROL OIL & GAS COMPANY LIMITED, THE S.123 33D
PETROL OIL & GAS COMPANY, LIMITED, THE 171A, 52D, 59D, 62D
PETROLEUM ROYAL TIES LIMITED 11K

PETROLINE EXPLORERS INC.	S.79	232B
PETROMONT EXPLORATION PROGRAM NO.4		59K
PETROMONT OIL & GAS LTD.		59K
PEYTO OILS LTD.	S.123	4D
PLACER DEVELOPMENT LIMITED, THE S.117		252B
PLANNED RESOURCES FUND LTD.		18K
PLATT, ROBERT J.		34K
POWIS, ALFRED		10C
PREMIER COMMUNICATIONS LIMITED	S.79	175B
PRESLEY, E.D. CORPORATION LIMITED	S. 24 C.F.A.	345B
PREW, MICHAEL G.		7K
PRINCIPAL VENTURE FUND LTD.		18K
PROVIGO INC.		2K
PRUDENTIAL INSURANCE COMPANY OF AMERICA, THE	S. 73	125B
PRUDENTIAL INSURANCE COMPANY OF AMERICA, THE		326B
PRUDENTIAL INSURANCE COMPANY OF AMERICA, THE		35A
PUBLIC SERVICE ELECTRIC AND GAS COMPANY		24K
PUDDY, MARION F.		10K
PUISSANCE RESOURCES LIMITED		35K
PYTHON RESOURCES & INVESTMENT CORPORATION	S.79	329B
QUADRANT FILM INVESTORS 1978	S.79	197B
QUADRANT FILMS LIMITED		82K
QUADRANT FILMS LIMITED	S. 79 & S. 87	294B
QUALICO DEVELOPMENTS LIMITED		56K
QUASAR PETROLEUM LTD.		13I
QUEBEC DEPOSIT & INVESTMENT FUND	S. 34(1)4	18B
RACAIR LIMITED		87B
RALEIGH MINERALS LIMITED		2K
RALSTON PURINA CANADA INC.		105B
RALSTON PURINA COMPANY		105B
RANCHMEN'S RESOURCES (1976) LTD.		8K
REAL PROPERTY TRUST OF CANADA LIMITED, THE		11K
REALM RESOURCES INC.		2K
RED PINE CAMP INC.		31K
RED ROCKET EXPLORATIONS INC.		2K
REDCLIFFE 1979 DRILLING FUND S.99		258B
REDCLIFFE 1980 DRILLING FUND S.99		258B
REGENT SECURITIES ALBERTA LIMITED		74K
REGENT SECURITIES LIMITED		82K
REID, ALBERT	S.140,S. 73	19B
RENNER, JAMES	S.99	340B
RENZY MINES LIMITED	S. 79	36B
REVENUE PROPERTIES CENTRAL DEVELOPMENTS LIMITED	S. 79	76B
REVENUE PROPERTIES COMPANY LIMITED	S. 73	301B
REVENUE PROPERTIES COMPANY LIMITED	S. 79	76B,78B
RICHARDSON ROBERT	S.140,S. 73	58B
RICHARDSON, WILLIAM A.		433C
RICKABY MINES LIMITED		86K
RIEL	S.79	197B
ROCK ORE EXPLORATION &		
ROCK ORE EXPLORATION & DEVELOPMENT LTD		189B
ROEL INVESTMENTS LTD.		8K
ROLLINS CONSTRUCTION LTD.		68K
RONALDS FEDERATED LIMITED S.82		253B
ROSENBERG, LEONARD		24K

ROSMAR CORPORATION LIMITED		28A
ROSMAR CORPORATION LTD.		314A
ROYAL BANK OF CANADA		317B
ROYAL BANK OF CANADA, THE		74K,75K,282B
ROYAL TRUST COMPANY, THE	S. 99	7B
ROYAL TRUSTCO LIMITED	S. 9	293B
ROYAL TRUSTCO LIMITED	S.124	171B
ROYEX STURGEX MINING LIMITED	S. 73	3B
RUDER, GUSTAV		1A
RUNNING	S.79 & S.87	238B
S.B. MCLAUGHLIN ASSOCIATED LIMITED		361C
S.B. MCLAUGHLIN ASSOCIATES LIMITED		389C
SAGEBRUSH RESOURCES LTD.		8K
SANDS OIL & GAS EXPLORATION LTD.	S. 99	188B
SANHURST		87K
SANRETA OIL & GAS RESOURCES LTD.		3K
SAUNDERSON, WILLIAM J.		19C
SCEPTRE INVESTMENTS LIMITED		19C
SCHIRALLI, R.A.		3K
SCHOLES, JOHN MERTON		50C
SCHOLES, JOHN MERTON	S. 9	293B
SCHOLES, JOHN MERTON	S.124	171B
SCIENTIFIC INVESTMENT SYSTEMS INC.		17C
SCOTT PAPER COMPANY		8C
SCOTT, DONALD J.		31C
SEAGRAM COMPANY LIMITED	S 79	147B,24C-30C
SEAGRAM COMPANY LIMITED, THE		8I
SEAGRAM COMPANY LIMITED, THE		24C
SEAGRAM COMPANY LTD., THE		24A
SEAGULL PRODUCTIONS LIMITED		144B
SEAWAY BASE METALS LIMITED		10I
SECO-CEMP LIMITED		21K
SECOND REGIONAL DEVELOPMENTS LIMITED		1A
SEEMAR MINES LIMITED	S. 79	39B
SEGMENTED REPORTING	S. 79	30B,32B,34B
SEITZ, WILLIAM J.		31C
SENLAC RESOURCES INC.		7I
SENLAC RESOURCES INC. F.35		16I
SHADOWFAX RESOURCES LTD		81K
SHAVICK, JAMES G.		144B
SHELL PETROLEUM COMPANY OF CANADA LTD.		1I
SHELTER CANADIAN HOLDINGS LIMITED		75K
SHELTER CORPORATION OF CANADA LIMITED		49K
SHELTER CORPORATION OF CANADA LIMITED		80K
SHELTER CORPORATION OF CANADA LIMITED		86K
SHELTER HYDROCARBONS 81-II		75K
SHELTER HYDROCARBONS LIMITED		75K
SHEPHERD PRODUCTS LIMITED		7I
SHERIDAN, JOHN PATRICK		73K
SHIRLEY, R.		1K
SHORE TO SHORE INTERNATIONAL CORPORATION	S. 73	277B, 482C
SIGNALERT CORPORATION		19C
SIGNUM COMMUNICATIONS INC.	S.124	353, 73D
SIGNUM COMUNICATIONS INC.	303A, 306A, 70D, 71D	
SILVER CENTURY EXPLORATIONS LTD.		59K
SILVER CHIEF MINERALS LTD.		40K

SILVERSTACK MINES LTD.	S.73	164B
SIMSOVIC, JOHN	S.140,S. 73	19B
SKIMMING, THOMAS	S. 73	3B
SMITH, CLIVE ANTHONY	S. 79 & S. 87	212B
SNELL, PETER R.E.		74K
SOCIETE NATIONALE ELF AQUITAINE	S. 99	288B, 290B
SOGEVEX INC.		81K
SOUTHLAND TOWER I LIMITED PARTNERSHIP		21K
SPIRIT LAKE EXPLORATIONS LIMITED	S.79	332B
ST. MARY'S EXPLORATIONS LIMITED	S.123	208B
STANDARD BRANDS INCORPORATED	S. 73	16B
STANDARD TRUSTCO LIMITED		50K
STANDEX INTERNATIONAL CORPORATION	S. 73	207B
STANLEY REEF RESOURCES LTD.		3K
STARMARK INDUSTRIES INC	S.123	1D
STARMARK INDUSTRIES INC.		26D
STENER MANAGEMENT LTD.		82K
STEVENSON, MICHAEL		68K
STROM ENERGY LTD.	S.123	21D
STROM RESOURCES LTD.		1I
STROM RESOURCES LTD.	S.123	21D
STROM RESOURCES LTD.	S. 99,S.123	74B,80B
SUGARMAN, SAM		28A
SUGARMAN, SAM		314A
SUGIYAMA, CONSTANCE LORIE		58A
SULLIVAN, R.D. BARRY		27K
SULPETRO LIMITED		1I
SULPETRO LIMITED	F. 35	8I
SUN CREEK		80K
SUN LIFE ASSURANCE COMPANY OF CANADA	S.99 & S.73	243B
SUN LIFE ASSURANCE COMPANY OF CANADA		260B
SUNBEAM CORPORATION S.99		269B
SURF OIL	S.124	5B
SURF OIL	S.124	131B
SYDNEY ADVANCED TECHNOLOGY LIMITED PARTNERSHIP		76K
SYDNEY DEVELOPMENT (1981) LTD.		76K
SYDNEY DEVELOPMENT CORPORATION		9K
SYDNEY DEVELOPMENT CORPORATION		76K
SYLVESTER, JAMES E.	S. 99	56B
TALCORP ASSOCIATES LIMITED	S. 34(1)4	361B
TANGLEWOOD PETROLEUM CORPORATION		40K
TAURUS FUND LIMITED		18K
TAYLOR, DOROTHY	S.140,S. 73	59B
TEAM ENERGY & MINERALS INC.	S.79	232B
TEJAS PETROLEUM RESOURCES LTD.		87K
TEMPLE EXPLORATIONS INC.		314A
TEMPLETON GROWTH FUND, LTD.		19K
TEX-US-OIL & GAS INC.	S.79	305B
TEXASGULF INC.	S. 99	40B
TEXASGULF INC.	S. 99	290B
CONSUMER GAS COMPANY LTD, THE		81K
NORTH SHORE, THE		80K

THIRD CANADIAN GENERAL INVESTMENT TRUST LIMITED	S. 34	203B
THOM, STUART D.		47A
THOMPSON-BOUSQUET LTEE, LES MINES D'OR	S.73	164B
THOMSON, GAIL		144B
THUNDERBOLT GAS AND OIL EXPLORATION		314A
TITHERIDGE, ELIZABETH B.		59K
TOBMAN RESOURCE MANAGEMENT LIMITED		8K
TOBMAN, WILLIAM		8K
TOFFAN, JOHN A.		7K
TORMONT FILM PRODUCTIONS INC.	S.79 & S.87	235B
TORMOR EXPLORATION (1979) LIMITED	S. 99	12B
TORMOR EXPLORATION (1979) PARTNERSHIP	S. 99	12B
TORONTO DOMINION MORTGAGE FUND		80K
TORONTO STOCK EXCHANGE	S. 66	355B
TORONTO STOCK EXCHANGE BY-LAW NO. 244		352A
TORONTO STOCK EXCHANGE, THE		54A
TORONTO STOCK EXCHANGE, THE		319C
TORONTO-DOMINION BANK, THE		36K
TORONTO-DOMINION BANK, THE	S.117	276B
TORONTO STOCK EXCHANGE, THE		493C, 328B
TORSTAR LIMITED		2C
TOSA LIMITED	S.73	201B
TOUGH, SHERMAN		39K
TOWER FINANCIAL CORPORATION LIMITED		59K
TRANS CANADA OPTIONS INC.	S. 73	349B, 350B, 351B
TRANS CANADA OPTIONS INC.	S. 79	43B
TRANS-CANADA RESOURCES LTD.		6I
TRANSALTA UTILITIES CORPORATION		16K
TRANSALTA UTILITIES CORPORATION		11K,12K
TRANSALTRA UTILITIES CORPORATION		19K
TRANSCANADA PIPELINES LIMITED		57K
TRETHWAY		87K
TRICENTROL LIMITED	S. 73	50B
TRIMARK CANADIAN FUND		27K
TRIMARK FUND		28K
TROUTFLY RESOURCES INC.		10I
TURBO RESOURCES LIMITED		309A
TURBO RESOURCES LIMITED		317A
TURCOTTE, GUY J.		34K
TURNQUIST, GAYLORD R.		27K
UNICAN SECURITY SYSTEMS LTD.	F.35	9I
UNICORP FINANCIAL CORPORATION		44A
UNICORP FINANCIAL CORPORATON		48A
UNION GAS LIMITED	S.73	305B
UNIVERSAL EXPLORATIONS (81) LTD.	171A, 55D, 57D, 59D,	62D
UNIVERSAL EXPLORATIONS LTD.	171A, 52D,	62D
UNIVERSAL EXPLORATIONS LTD. S.123		33D
UNIVERSAL SAVINGS JAPAN FUND		68K
UNIVERSAL SECTIONS LIMITED		29D
UNIVERSAL SECTIONS LIMITED	S.123	28D
UNIVERSITY SCHOLARSHIPS OF CANADA		40K
UNIVERSITY SCHOLARSHIPS OF CANADA	S.79	110B
VANCOUVER STOCK EXCHANGE CLEARING CORPORATION	S. 99	29B

VELET FILM PRODUCTIONS	S. 79 & S. 87	294B
VERENDRYE MANAGEMENT CORPORATION, L.A.		28K
VICTORIA WOOD DEVELOPMENT CORPORATION INC.	S. 79	209B
VICTORIA WOOD PROPERTY MANAGEMENT LIMITED	S. 79	209B
VICTORIA WOOD SCARBOROUGH BRANDYWINE	S. 79	209B
VIDEO PRODUCTIONS S.A.	S. 79 & S. 87	295B
VS SERVICES LIMITED		16I
W. J. PELLIZZON INVESTMENTS INC.		27A
W.J. CORCORAN COMPANY LIMITED	S. 26	128B
WALKER, GARRY RICHARD		16A
WALWYN INC.		80K
WAREHAM, HAROLD L. S.73		273B
WEISSTUB, DAVID N.	S. 73	53B
WESTAR ASSOCIATES		86K
WESTERN AIRLINES INC.	S. 73 & S. 87	225B
WESTERN CONTINENTAL TRANSPORTATION CORPORATION	S. 73 & S. 87	225B
WESTERN GEAR CORPORATION		11I
WESTERN GEAR CORPORATION	S.99	182B
WESTERN URANIUM EXPLORATIONS INC.	S.79	233B
WHIM CREEK CONSOLIDATED N.L.		81B
WHITE, KENNETH ALAN		50C
WHITE, KENNETH ALAN	S. 9	293B
WHITE, KENNETH ALAN	S.124	171B
WHOLESALE DELIVERY SERVICE (1922) LTD.		463C
YONGE-ROSDALE PARTNERSHIP	S. 79	357B
YORK CENTRE CORPORATION	S.99	337B, 339B
YORK RUSSELL INC. (FORM 34)		4I
ZADAN, LARRY V.		59K
ZAGHA		465C
ZONE REOURCES LIMITED		50K

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